

# Adoption Council of Ontario

## BY-LAW NUMBER 1

### A by-law relating generally to the transaction of the affairs of ADOPTION COUNCIL OF ONTARIO (the “Organization”)

**BE IT ENACTED** as a by-law of Adoption Council of Ontario as follows:

#### ARTICLE 1 DEFINITIONS

**1.1 Definitions** - In this By-law and in all other By-laws of the Organization, unless the context otherwise requires:

- (a) “**Act**” means the Ontario *Corporations Act*, including the Regulations made pursuant to such legislation, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “**Agency**” means a not-for-profit organization, a charity, community service organization, educational institution or government agency whose business is connected with or related to adoption and/or child welfare;
- (c) “**Annual Meeting**” means an annual meeting of the Members of the nature described in Article 9;
- (d) “**Audit Committee**” means an audit committee of the Organization;
- (e) “**Board**” or “**Board of Directors**” means the board of directors of the Organization;
- (f) “**By-laws**” mean this by-law and all other by-laws of the Organization from time to time in force and effect;
- (g) “**Chair**” means the chair of the Board;
- (h) “**Committee**” means a committee established by the Board pursuant to Section 12.1 or, where the context permits, a subcommittee of the Board, and “**Committees**” shall have a corresponding meaning;
- (i) “**Director**” means a director of the Organization;
- (j) “**Dues**” has the meaning given to such term in Section 4.2;
- (k) “**Executive Director**” means the executive director of the Corporation;

- (l) “**Members**” means those persons referred to in Section 4.1, and “**Member**” shall have a corresponding meaning;
- (m) “**Officer**” means an officer of the Organization, and “**Officers**” shall have a corresponding meaning;
- (n) “**Organization**” means Adoption Council of Ontario, a Ontario corporation without share capital;
- (o) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution; and
- (p) “**Secretary**” means the secretary of the Organization.

**1.2 Interpretation** - In these By-laws and in all other By-laws hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to persons shall include individuals, firms and corporations. The division of these By-laws into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof. Whenever the words “**include**”, “**includes**” or “**including**” are used in these By-laws and in all other By-laws hereafter passed, unless the context otherwise requires, such words shall be deemed in each instance to be followed by the words “without limitation.”

## **ARTICLE 2 NAME**

**2.1 Name** - The name of the Organization is the Adoption Council of Ontario.

## **ARTICLE 3 HEAD OFFICE**

**3.1 Head Office** - Until changed in accordance with the Act, the head office of the Organization shall be in the Province of Ontario.

## **ARTICLE 4 MEMBERSHIP**

**4.1 Members** - The Members of the Organization shall be limited to the following two classes of membership:

4.1.1 **Agency** - The Agency shall authorize an individual to represent such Agency at meetings of the Organization.

4.1.2 **Individual/Family** - Where there are more than one adult in a family, one adult member of the family shall represent them at meetings of the Organization.

4.1.3 Each applicant for membership in the Organization shall promptly be informed by the Secretary of his/her admission as a Member.

4.1.4 Employees of the Organization may be members, thereof, if they so choose.

4.1.5 Individual applicants for membership in the Organization shall have reached the age of majority.

4.1.6 Members may resign in writing which shall be effective from acceptance of the Board.

4.1.7 Membership is not transferable.

## **4.2 Dues**

4.2.1 Each Member shall pay annual dues in accordance with the provisions of the By-Laws in that behalf from time to time in force as determined by the Board of Directors.

4.2.2 Dues shall be payable by all Members in an amount or amounts as shall from time to time be fixed by a vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the Members at an annual or other general meeting.

4.2.3 The Secretary shall notify each Member of the dues or fees at any time payable by such Member and, if any are not paid within 60 days of the date of such notice, each member in default shall thereupon automatically cease to be a Member of the Organization, but any such Member may, upon payment of all unpaid dues or fees, be reinstated by vote of the Board of Directors.

## **4.3 Termination Of Membership**

4.3.1 In serious or continuous cases of misconduct on the part of a Member, or the non-payment of fees, dues or assessments, provided three-quarters of the Board of Directors in office are in favour of the resolution, the Board of Directors may, following a hearing at which the allegedly offending Member is given an opportunity to be heard, pass a resolution requesting the Member to submit their resignation from the Organization.

4.3.2 The resolution itself shall not show cause and if the resignation is not received before the time specified in the resolution, then, nevertheless, the Membership of such Member shall terminate at that time.

4.3.3 There shall be no appeal from the decision of the Board of Directors under this Section 4.3 and no allegedly offending Member shall have any claim against the Organization or the Board of Directors or Officers in consequence of any such action.

**ARTICLE 5  
FINANCIAL YEAR**

**5.1 Financial Year** - Unless otherwise approved by the Board, the financial year of the Organization shall end on the 31st day of December in each year.

**ARTICLE 6  
FINANCIAL ARRANGEMENTS**

**6.1 Moneys Received** - All monies raised or received by the Organization from Members or otherwise, shall be the property of the Organization and shall be utilized in such manner as in the opinion of the Board of Directors is most desirable and necessary for carrying out the objectives of the Organization.

**6.2 Cheques** - All cheques, drafts or other orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers, or person or persons, whether or not Officers of the Organization and in such manner, as the Board of Directors may, from time to time, designate by resolution.

**6.3 Deposit Of Securities For Safekeeping –**

6.3.1 The securities of the Organization shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions, “the Custodians”, to be selected by the Board of Directors.

6.3.2 Any and all securities deposited in accordance with Section 6.3.1 may be withdrawn, from time to time, only upon the written order of the Organization signed by such Officer or Officers, agent or agents of the Organization and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

6.3.3 The institution(s) selected as Custodians by the Board of Directors under Section 6.3.1 shall be fully protected in acting in accordance with the directions of the Board of Directors and shall, in no event, be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**6.4 Borrowing –**

6.4.1 The Board of Directors may, from time to time, borrow money on the credit of the Organization; or issue, sell or pledge securities of the Organization; or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Organization, including book debts, rights, powers, franchises and undertaking, to secure any securities of any money borrowed, or other debt, or any other obligation or liability of the Organization.

6.4.2 From time to time the Board of Directors may authorize any Director, Officer or employee of the Organization or any other person to make arrangements with reference to the monies borrowed or to be borrowed and to the terms and conditions of

the loan and to the securities to be given, therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Organization as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Organization.

## **ARTICLE 7 BOOKS AND RECORDS**

**7.1 Books and Records** - The Board of Directors shall see that all necessary books and records of the Organization required by the By-laws of the Organization or by any applicable statute or law are regularly and properly kept.

## **ARTICLE 8 AUDITOR**

**8.1 Auditor** - One or more auditors, who shall not be a member of the Organization, shall be appointed at the Annual Meeting to audit the accounts of the Organization. The auditors when appointed shall hold office until the next Annual Meeting.

## **ARTICLE 9 MEETINGS**

**9.1 Annual Meeting** –

9.1.1 The annual or any other general meeting of the Members shall be held at the head office of the Organization or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

9.1.2 The Chairperson of each Annual Meeting, at which an election is held for Board Members, shall call a meeting of the newly comprised Board to be held within 30 days of the said Annual Meeting, for the purpose of the election and appointment of the various Officers of the Organization.

9.1.3 At every Annual Meeting, in addition to any other business that may be transacted:

- (a) the report of the Board of Directors, the financial statements and the report of the auditors shall be presented;
- (b) a Board of Directors shall be elected for the ensuing year, or until otherwise replaced; and
- (c) auditors shall be appointed for the ensuing year, but the remuneration of the auditors shall be fixed by the Board of Directors.

9.1.4 At any meeting of the Members, the Members may transact any business either special or general without any notice thereof.

9.1.5 The majority of the Board of Directors or the Chair, Vice-Chair, Executive Director or Secretary shall have power to call at any time a general meeting of the members of the Organization.

9.1.6 No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by prepaid mail, ten days before the time fixed for the holding of such meeting, provided that any meetings of Members may be held at any time and place without such notice, if all the Members of the Organization are present thereat.

**9.2 Chairperson Of Members Meetings** - In the event that the Chair or Vice-Chair are absent, the persons who are present and entitled to vote shall choose another Director as chairperson of the meeting and, if no Director is present or if all the Directors present decline to act as Chairperson, then the persons who are present and entitled to vote shall choose one of their number to be Chairperson.

**9.3 Meetings Called By Members** - A meeting of Members may be requested by fifteen (15) qualified Members, or one-tenth (1/10<sup>th</sup>) of the qualified Members, whichever is greater, for any purpose connected with the affairs of the Organization that is not inconsistent with the By-Laws of the Organization.

**9.4 Notices** -

9.4.1 Whenever under the provisions of the By-Laws of the Organization, notice is required to be given, such notice may be given either personally or by depositing same in a post office or public letter-box, in a prepaid, sealed envelope addressed to the Director, Officer or Member at their most recent address as the same appears on the books of the Organization.

9.4.2 A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid.

9.4.3 Any notice of a meeting of the Members shall include with it a proposed Agenda for such meeting.

**9.5 Error Or Omission In Notice Of Membership Meeting** - The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Organization shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

**9.6 Quorum Of Members** - A quorum for the transaction of business at any meeting of Members shall consist of not less than one-tenth (1/10th) of all qualified Members, or fifteen (15) qualified Members, whichever is greater.

**9.7 Voting Of Membership -**

9.7.1 Subject to the provisions of Section 9.9 hereof with respect to proxies, each Member of the Organization shall, at all meetings of Members, be entitled to one vote, provided that no Member shall be entitled to vote at meetings of the Organization unless they have paid all dues or fees, if any, then payable by them.

9.7.2 At all meetings of Members every question shall be decided by a majority of the votes of the Members present, unless otherwise required by the By-Laws of the Organization, or by law.

9.7.3 Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any Members. Upon a show of hands, every Member having voting rights shall have one vote and, unless a poll be demanded, a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Organization shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

9.7.4 The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Organization in general meeting upon the matter in question.

9.7.5 In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled, in addition to their original vote, to a second or casting vote.

9.7.6 Subject to the provisions of Section 9.9 hereof, votes of Members which are Agency shall be given by an individual authorized to represent such Agency at a meeting or meetings of the Organization.

**9.8 Adjournments -**

9.8.1 Any meetings of the Organization, or of the Board of Directors, may be adjourned to any time and from time to time and such business may be transacted at such

adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.

9.8.2 No notice shall be required of any such adjournment except that any Director who has notified the Secretary of his or her inability to attend any Board meeting shall be given notice of the adjournment and when and where the meeting will reconvene.

9.8.3 Such adjournment may be made notwithstanding that no quorum is present.

## **9.9 Proxies -**

9.9.1 At every meeting at which a Member is entitled to vote:

- (a) every Member who is present in person, and
- (b) any individual authorized to represent such Agency respectively, which is a Member of the Organization, or
- (c) any person appointed by proxy to represent one or more Members; who is present in person,

shall have one vote on a show of hands.

9.9.2 At any Meeting of Members, a proxy, who needs not be a Member, duly appointed by a Member, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him or her, the same voting and other rights that the Member appointing him or her would be entitled to exercise if present at that meeting. A proxy shall be in writing and executed by the Member. A proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the Meeting of Members may accept as sufficient, and shall be deposited with the Secretary of that meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

9.9.3 Upon a poll:

- (a) every Member who is present in person shall have one vote;
- (b) any individual authorized to represent such Agency respectively which is a Member of the Organization shall have one vote; and
- (c) every person appointed by proxy shall have one vote for each Member entitled to vote at the meeting and represented by such proxy holder.



**ARTICLE 10**  
**BOARD OF DIRECTORS**

**10.1 Election, Composition, And Term Of Directorship –**

10.1.1 The affairs of the Organization shall be managed by a Board of Directors, consisting of a minimum of eight (8) and a maximum of fifteen (15) Directors, each of whom at the time of their election or within 10 days thereafter and throughout their term of office shall be a Member of the Organization. There shall be included:

- (a) representation from across the geography of Ontario;
- (b) representation from community service agencies which have direct and indirect involvement adoption;
- (c) representation from all experiences of adoption: adoptees, birth parents, and adoptive families;
- (d) financial, human resources, legal, administrative experience; and
- (e) a minimum of three (3) members-at-large.

10.1.2 The election may be by a show of hands unless a ballot is requested by any Member.

10.1.3 At each Annual Meeting, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of three (3) years or until the third (3rd) Annual Meeting after their election, except as authorized by a resolution of the Board of Directors; in which case the minimum period of time shall be two (2) years.

10.1.4 In order to establish staggered terms of office, one third of the Directors chosen for the first Board of Directors will have a year term; one third of the Directors chosen for the first Board of Directors will have a two year term; and one third of the Directors chosen for the first Board of Directors will have a three year term. After these initial terms, the terms of each Director will be the same: three years or otherwise as stated in Section 10.1.3.

10.1.5 A Director may stand for re-election, provided that no Director may be elected or appointed to the Board of Directors for a period greater than six (6) consecutive years, except as authorized by a resolution of the Board of Directors, in which case the maximum period of time shall be eight (8) consecutive years.

10.1.6 No Director of the Organization holding the office of Chair, Vice-Chair, Secretary or Treasurer shall hold such office for more than two consecutive years, except as authorized by a resolution of the Board of Directors, in which case the maximum period of time shall be three (3) consecutive years.

## **10.2 Termination Of Directorship**

10.2.1 Notwithstanding any other provision hereof, any Director's term of office shall terminate automatically upon his or her being absent from three (3) meetings of the Board of Directors, unless the Board of Directors, for good and sufficient reason, by resolution, reinstates such Director for the balance of their term, subject always to the aforesaid provisions hereof.

10.2.2 Notwithstanding the aforesaid, Directors are responsible for advising the Secretary of their inability to attend any meeting of the Board of Directors.

10.2.3 The Members of the Organization may, by a resolution passed by at least two-thirds (2/3rds) of the votes cast at a meeting of Members which notice specifying the intention to pass such resolution has been given, remove any Director from the Board before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead and for the remainder of the term.

10.2.4 A Director shall ipso facto be vacated if: (a) they becomes bankrupt or suspend payment of their debts generally or compounds with their creditors or makes an authorized assignment or is declared insolvent; or (b) they are found to be a mentally incompetent person or becomes of unsound mind; or (c) by notice in writing to the Organization they resign their office which resignation shall be effective at the time it is received by the Organization or at the time specified in the notice, whichever is later, or (d) they die, or (e) they are removed in accordance other Sections herein.

**10.3 Vacancies, Board Of Directors** – Vacancies on the Board of Directors, except in the case of retirement at the end of term, or in the case of a vacancy resulting from the action of Members under Section 10.2 may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Organization, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the Members. However, if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy and, in default or if there are no Directors then in office, the meeting may be called by any Member.

## **10.4 Duties Of The Board –**

10.4.1 The Board of Directors may, from time to time, appoint such other Officers and agents of the Organization as it decides to be necessary and such Officers and agents shall have such authority and shall perform such duties as the Board of Directors may, from time to time, prescribe.

10.4.2 The Board of Directors shall, annually, or more often, as may be required, appoint the Chair, Vice-Chair, Secretary and Treasurer, from among themselves, after the annual election of such Board of Directors.

## **10.5 Execution Of Documents -**

10.5.1 Subject to any Special Resolution of the Organization, contracts, documents, or other instruments in writing requiring the signature of the Organization may be signed by:

- (a) any one of the Chair, Vice-Chair or Executive Director and any one of the Secretary and the Treasurer;
- (b) any two Directors; or
- (c) any one of the aforementioned Officers with any one Director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality.

10.5.2 The Board of Directors shall have power, from time to time, by resolution, to appoint any Officer or Officers, or any other person or persons, on behalf of the Organization either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

10.5.3 The phrase "contracts, documents or other instruments in writing" as used in this By-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property whether real or personal or immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

10.5.4 In particular, without limiting the generality of the foregoing:

- (a) any one of the Chair, Vice-Chair or Executive Director , together with any one of the Secretary or Treasurer;
- (b) any two Directors; or
- (c) any one of the aforementioned Officers together with any one Director;

shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Organization and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

## **10.6 Quorum And Meetings, Board Of Directors**

10.6.1 A majority of the Board of Directors holding office and in good standing at the time shall form a quorum for the transaction of business.

10.6.2 Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

10.6.3 No formal notice of any such meeting shall be necessary, if all the Directors are present, or, if those who are absent have signified their consent to the meeting being held in their absence.

10.6.4 Board of Directors' meetings may be formally called by the Chair, Vice-Chair or the Secretary, on direction of the Chair or Vice-Chair on direction in writing of two Directors.

10.6.5 Notice of such meetings shall be delivered, telephoned or transmitted by fax or e-mail to each Director not less than four days before the meeting is to take place or shall be mailed to each Director not less than seven days before the meeting is to take place. The statutory declaration of the Chair or Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive proof of the giving of such notice.

10.6.6 The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Board of Directors' meeting may also be held, without notice, immediately following the Annual Meeting of the Organization.

10.6.7 The Board of Directors may consider or transact any business either special or general at any meeting of the Board of Directors. Notwithstanding the generality of the foregoing, the Board of Directors shall hold at least eight (8) regular monthly meetings per fiscal year.

**10.7 Errors In Notice Of Board Of Directors** - The accidental omission to give notice of any meeting of the Board of Directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

**10.8 Validity Of Acts Of Directors** - The acts of a Director or of an Officer are valid notwithstanding any defect that may afterwards be discovered in his or her appointment or qualification.

## **10.9 Voting, Board Of Directors -**

10.9.1 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to his or her original vote, shall have a second or casting vote.

10.9.2 All votes at any such meeting shall be taken by ballot if so required by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

10.9.3 A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible as evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

10.9.4 In the absence of the Chair, their duties may be performed by the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose.

## **10.10 Powers –**

10.10.1 The Board of Directors of the Organization may administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Organization is by its By-Laws or otherwise authorized to exercise and do.

10.10.2 Without in any way derogating from the foregoing, the Board of Directors are expressly empowered, from time to time, but subject to the restrictions on investments applicable by law to the Organization, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Organization, for such consideration and upon such terms and conditions as they may deem advisable.

**10.11 Remuneration of Directors** - The Board of Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

## **10.12 Liability of Directors -**

10.12.1 Except as otherwise provided by the Act, no Director or Officer of the Organization shall be liable for:

- (a) the acts, receipts, neglects, or defaults of any other Director or Officer or employee;
- (b) joining in any receipt or act for conformity;
- (c) any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired by, for, or on behalf of the Organization;

- (d) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Organization may be placed out or invested;
- (e) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom or which any monies, securities or effects shall be lodged or deposited;
- (f) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Organization; or
- (g) any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his or her respective office or trust or in relation thereto;

unless the same shall happen by or through their own wilful neglect or default.

10.12.2 The Board of Directors of the Organization shall not be under any duty or responsibility in respect to any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Organization, except such as shall have been submitted to and authorized or approved by the Board of Directors.

10.12.3 If any Director or Officer of the Organization shall perform services for the Organization otherwise than as a Director or Officer or shall have a pecuniary interest in the affairs of a person who performs services for the Organization, the fact of their being a Director or Officer of the Organization shall not disentitle such Director or Officer or such person as the case may be, from receiving proper remuneration for such services.

**10.13 Indemnities To Directors, Officers And Others** - Every Director of the Organization, their executors, administrators, successors, assigns and estate and effects, shall from time to time and at all times, be indemnified and saved harmless out of the fund of the Organization from and against:

10.13.1 All costs, charges and expenses whatsoever they sustain or 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; and

10.13.2 All other costs, charges and expenses that they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

## ARTICLE 11 OFFICERS

### 11.1 Appointment –

- (a) The Board shall appoint one or more persons to the office of Chair, who shall be a Director, a Vice Chair, who shall be a Director, and an Executive Director, a Secretary and a Treasurer, and may appoint, from time to time, such other Officers as the Board may determine, including one or more assistants to any of the Officers so appointed.
- (b) The Board may specify the duties of and, in accordance with these By-laws and subject to the Act, delegate to such Officers powers to manage the activities and affairs of the Organization. Except as otherwise provided herein, an Officer may but need not be a Director, one person may hold more than one office and more than one person may hold an office.

### 11.2 Duties of Officers -

- (a) **Chair** – The Chair shall be a Director. The Chair, when present, shall preside at all meetings of the Members, the Board and of any Executive Committee, sign all instruments which require his or her signature in accordance with the By-laws or otherwise, represent the Organization at public or official functions, exercise general supervision over the business and affairs of the Organization, and has such other powers and duties as may from time to time be assigned to him or her by the Board. If there are Co-Chairs, the Co-Chairs may act together or individually where only one is available, and shall be vested with all the powers and perform all the duties of the Chair.
- (b) **Vice-Chair** – The Vice-Chair, shall, during any absence or inability of the Chair, perform the powers and duties of the Chair established under this or any other By-Law, or resolution of the Board.
- (c) **Executive Director** – The Executive Director shall, subject to the authority of the Board, have general management of the activities and affairs of the Organization and such other powers and duties as specified by the Board.
- (d) **Treasurer** – If appointed, the Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Organization and shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Organization; render to the Board as and when required an account of all transactions completed as Treasurer and of the financial position of the Organization, serve as Chairperson of the Audit Committee; and perform such other duties as the Board may from time to time subsequently prescribe.

- (e) **Secretary** – The Secretary shall attend all meetings of the Members and the Board except where the chair of the meeting determines that it is inappropriate for the Secretary to attend due to the nature of the matter being discussed. At such meetings, the Secretary shall record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give or cause to be given all notices required to be given to the Members, Directors and members of Committees. The Secretary shall be the custodian of the corporate seal of the Organization and of all books, papers, records, correspondence, contracts and other documents belonging to the Organization, which the Secretary shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall sign such documents, contracts or instruments in writing as require his or her signature and shall perform such other duties as may from time to time be determined by the Board or as are incidental to the office of the Secretary.
- (f) **Other Officers** – The powers and duties of all other Officers appointed by the Directors shall be such as the terms of their engagement call for or the Directors prescribe. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

**11.3 Variations of Powers and Duties** – In the case of absence or inability to act of any Officer or for any other reason that the Board deems suffice, the Board may, from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer and/or delegate all or any of the powers of such Officer to any other Officer or any Director for the time being.

**11.4 Term of Office** –

- (a) The Board, in its discretion, may remove any Officer of the Organization, without prejudice to such Officer’s rights under any employment contract or in law. Otherwise, each Officer appointed by the Board shall hold office until such Officer’s successor is appointed, or until such Officer’s earlier resignation.
- (b) No Director holding the office of Chair, Vice-Chair, Secretary or Treasurer shall hold such office for more than three (3) consecutive years.



**11.5 Remuneration of Officers** - The Officers shall be paid such remuneration for their services as the Board may from time to time determine, except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. Officers shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the Board may specify.

**11.6 Agents and Attorneys** - The Organization, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Organization in Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

**11.7 Vacancies** – The office of an Officer shall automatically be vacated upon:

- (a) such Officer’s resignation, which resignation shall be effective at the time the written resignation is received by the Secretary or the Chair or the Vic-Chair, if any, or at the time specified in the resignation, whichever is later;
- (b) such Officer being removed by the Board;
- (c) the election or appointment of a successor to the office of that Officer;
- (d) such Officer ceasing to be a Director, where the Officer is required to be a Director;
- (e) such Officer’s death; or
- (f) such Officer being Declared Incapable.

If an office shall become vacant in any of the above-noted circumstances, the Board may elect or appoint a qualified person to fill such vacancy for the remainder of the term of such office.

**11.8 Register of Officers** – The Secretary shall maintain, or cause to be maintained, a register of Officers that will record the following details for each Officer:

- (a) name of the Officer;
- (b) business and residential addresses of the Officer;
- (c) e-mail address of the Officer; and
- (d) the effective dates that the Officer was appointed, resigned or removed as an Officer.

## **ARTICLE 12 COMMITTEES**

### **12.1 Committees –**

- (a) The Board may from time to time constitute such Committee or Committees as it deems necessary or advisable, and subject to the Act, for such purposes and with such powers as may be prescribed by the Board, whose members shall serve at the pleasure of the Board. Each such Committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof. The Board may fix any remuneration to be paid, if any, to members of any Committee, except that no member of any Committee who is also a Director shall be entitled to receive remuneration for acting as such. Any member of any such Committee shall be removable from such Committee at any time at the discretion of the Board. Except for the Audit Committee, which, if established, shall be composed of not less than three (3) Directors, a majority of whom are not Officers or employees of the Organization or any of its affiliates, the membership on such Committees shall be restricted to provide at least one Director and all members of all such Committees shall be Members.
- (b) At the first meeting of the Board after each Annual Meeting, the Board shall appoint a Chairperson for each Committee, provided that the Chairperson of the Audit Committee shall be the Treasurer and the Chairperson of the Executive Committee shall be the Chair.
- (c) Each Committee shall meet at least four (4) times per year. Minutes shall be kept of all meetings of Committees and each Committee shall report to the Board at the next following meeting of the Board on such activities of the Board.

**12.2 Disbanding of Committees** - The Board shall have the power to disband any Committee that it creates.

**12.3 Standing of Ad-hoc Committees** - The Board shall establish annually the following standing Committees:

- (a) Executive Committee;
- (b) Audit Committee; and
- (c) Governance Committee,

and may establish, from time to time, other standing Committees or ad hoc Committees as it may decide necessary for the effective operation of the Organization.

**12.4 Executive Committee** – The Board shall annually establish an Executive Committee consisting of the Chair, the Vice-Chair, Past-Chair, Secretary and Treasurer and such number of other members as the Board approves. During intervals between meetings of the Board, the Executive Committee shall possess and may exercise (subject to any restrictions established by law, or which the Board may from time to time impose) all the powers of the Board in management and direction of the affairs of the business of the Organization save and except for acts as must by law be performed by the Board itself) in such manner as the Executive Committee shall decide as best for the interests of the Organization in all cases in which specific directors shall not have been given by the Board of Directors.

**12.5 Audit Committee** – The Audit Committee shall assist with the preparation of an annual budget for the Organization for submission to the Board, review financial statements and any notes thereon approve for circulation to the Members and report thereon to the Board, recommend the mix of funding sources for the Organization, the policies to guide fundraising and annual fundraising plan, and to carry out such tasks and report on such financial and/or accounting matters as are referred to it, from time to time, by the Board. The Committee shall review and consider government grants, subsidies and other forms of governmental financial assistance and sources of private fundraising. The members of the Audit Committee shall have the right, for the purpose of performing their duties, of inspecting all books and records of the Organization and of discussing such accounts and records and any matters relating to the financial position of the Organization with the Public Accountant. A majority of the members of the Audit Committee must not be Officers or employees of the Organization or any of its affiliates.

**12.6 Governance Committee** – The Governance Committee shall be responsible for assessing candidates to serve as Directors, the orientation of new members of the Board, undertaking a regular review of the policies and procedures that govern the Organization, consultation with the Board and chairpersons of Committees with respect to the making of appointments to Committees and for replacing Board members and Committee members who are unable to complete their respective terms of office, and an annual review of the By-Laws.

**12.7 Committee Procedures** – The rules of procedure/terms of reference for each Committee shall be established by such Committee, subject to the approval of such rules of procedure by the Board. Where rules of procedure have not been established for a Committee, or the rules of procedure are not complete, the rules of procedure applicable to the Board shall apply to the Committee, with appropriate modifications, deletions or additions as the context or nature of the Committee may require.

## **ARTICLE 13 DISSOLUTION**

**13.1 Dissolution** - In the event of the dissolution or winding-up of the Corporation, all of its remaining assets, after payment of all of its liabilities, shall be distributed to one or more not-for-profit organizations or charities whose business is connected with or related to adoption and/or child welfare (and any such not-for-profit

organization or charity need not be a Member), including, without limitation, Adoption Council of Canada and North American Council of Adoptable Children, as determined by the Board.

**ARTICLE 14  
POLICIES**

**14.1 Policy Resolutions** - No resolution dealing with a matter of policy shall, except with the unanimous consent of all Members present, be placed on the agenda of any Annual Meeting unless it has been first considered and recommended by the Executive Committee for discussion.

**ARTICLE 15  
BY-LAWS**


**15.1 Effective Date** - Subject to matters requiring a Special Resolution, this By-Law shall be effective when made by the Board.

**15.2 Amendment** - Unless the Act, the Letters Patent or the By-Laws, otherwise provide, the Directors may, by resolution, make, amend or repeal any By-law of the Organization, which shall be effective when made by the Board. The Directors shall submit such By-law, amendment or repeal to the Members at the next Annual Meeting, and the Members may, by Ordinary Resolution, confirm, reject or amend the By-Law, amendment or repeal. The By-Law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-Law, amendment or repeal is confirmed, or confirmed as amended, by the Members, it remains effective in the form in which it was confirmed and such form shall be submitted to the Director under the Act within twelve (12) months of such confirmation by the Members. The By-Law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members or if it is rejected by the Members. If a By-Law, amendment or a repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members.

**Effect of Repeal of By-Laws** - The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

MADE by the Board on the 11th day of July, 2012.

  
Chair

  
Secretary

**CONFIRMED** by the Members on the \_\_\_\_ day of \_\_\_\_\_, 2013 with effect as of the 11th day of July, 2012.

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Chair

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Secretary