



Elgin Children's Foundation

an investment in the future of our community

BY-LAW 6

BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF THE ELGIN CHILDREN'S FOUNDATION

WHEREAS by Letters Patent dated the 22nd of March 1999, The Elgin Children's Foundation was incorporated;

AND WHEREAS The Elgin Children's Foundation wishes to revise its By-law respecting the conduct of the affairs of the Corporation and to replace the present By-law with this By-law;

BE IT ENACTED as a By-law of The Elgin Children's Foundation as follows:

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SECTION ONE - MISSION STATEMENT & OPERATIONS

1.01 Mission Statement

The Elgin Children's Foundation provides opportunities for children, youth, and their families, by funding programs and activities that further the goals of Family and Children's Services of St. Thomas and Elgin.

1.02 General Operating Principles

- a) **Recipients:** Elgin Children's Foundation will provide funding for programs and activities that support the following individuals and their families:
- Children and youth ages 0-22 who are receiving services through FACS
 - Adults ages 23-26 who were formerly in the care of FACS and are continuing their education or employment training.
- b) **Activities:** Elgin Children's Foundation will provide one-time or ongoing funds for direct services or other activities where government sources of funds are either not available or insufficient. The focus will be on, but not be limited to, the following activities or projects (in no specific order of importance):

- Camping, recreation, sports, and music program registration
 - Food and housing security programs
 - Material supports such as tutoring, respite, transportation, home furnishings, equipment, technology etc.
 - Bursaries, scholarships, and education achievement awards
 - Prevention activities and supports
 - Other programs and/or supports as established by the Board
- c) **Fund-raising:** Elgin Children’s Foundation will undertake fund-raising activities to ensure there are sufficient funds to support the Foundation's activities.

1.03 Operational Standards

- a) Foundation monies will not be used as supplementary funding for operational deficits incurred by Family & Children’s Services of St Thomas and Elgin (FACS);
- b) The Foundation will not receive revenue from FACS operating accounts;
- c) Generally, only earned revenue (investment income, donations, fundraising) can be used for grant and programming purposes, unless otherwise approved by the Board;
- d) Capital in excess of the earned revenue (c) may be utilized with Board approval while ensuring that a balance of not less than \$500,000 remains in the operating account(s);
- e) All investments, grants and expenditures will be authorized by resolution of the Board; and
- f) All requests for funding or grants will be made to the Foundation in a format determined by the Board from time to time.

SECTION TWO - GENERAL

2.01 Definitions

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

- a) “Act” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) “Articles” means the Articles of Incorporation of the Foundation;
- c) “Board” means the Board of Directors of the Elgin Children’s Foundation;
- d) “By-laws” means this By-law (including any schedules of this By-law) and all other By-laws of the Foundation as amended and which from time to time, are in force;
- e) “Chair” means the Chair of the Board;
- f) “Director” means an individual occupying the position of Director of the Foundation by whatever name they are called;

- g) "Foundation" 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, and named The Elgin Children's Foundation;
- h) "Family and Children's Services (FACS)" means Family & Children's Services of St. Thomas and Elgin (incorporated as The Children's Aid Society of the City of St. Thomas and the County of Elgin);
- i) "Member" means a member of the Foundation;
- j) "Members" means the collective membership of the Foundation;
- k) "Officer" means an Officer of the Foundation.

2.02 interpretation

Other than is specified in Section 2.01, all terms contained in the By-law that are defined in the Act shall have the meaning given to such terms in the Act. Words importing the singular include the plural and vice-versa, and words importing one gender include all genders.

2.03 Severability and Precedence

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

2.04 Seal

The seal of the Foundation, if any, shall be in the form determined by the Board.

2.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Foundation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document, may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Foundation to be a true copy thereof.

SECTION 3 - BOARD OF DIRECTORS

3.01 Composition and Quorum

The affairs of the Foundation will be managed by a Board of Directors consisting of a minimum of seven (7) and a maximum of twelve (12) Members, of which one (1) shall be the Executive Director of FACS, or designate. Recruitment to the Board shall endeavor to include persons who reflect the diversity of the communities the Foundation supports. A simple majority (Fifty-one percent) of active voting Directors shall constitute a quorum.

3.02 Election and Term

At each Annual Meeting of Members, vacancies caused by retiring Directors will be filled by the election of new Directors who will hold office for a term of three (3) years. In the event that new Directors are not elected thereafter, the Director(s) then in office shall continue in office until the successors are duly elected. Retiring Directors will be eligible for re-election, until they have served as Directors for nine (9) consecutive years. With the exception of the Executive Director of FACS or designate, Directors who have served for nine (9) years will retire, and after a one-year absence, may be re-elected.

3.03 Vacancies

The office of a Director shall be vacated immediately:

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

3.04 Removal of Directors

The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a special meeting of Members called for the purpose, remove any Director before the expiration of their term of office.

3.05 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

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

3.06 Committees

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

3.07 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 or from providing services to the Foundation in another capacity. However, Directors may be reimbursed from time to time for reasonable expenses they may incur in the performance of their duties as a Director if having received prior approval by the Board.

SECTION 4 – BOARD MEETINGS

4.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, or any two Directors at any time and any place on notice as required by this By-law.

4.02 Regular Meetings

The Board may fix the time and place of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. The Board will meet a minimum of four (4) times per year.

4.03 Notice

Notice of the time and place for holding a meeting of the Board shall be given by mail, e- mail, tele copier or otherwise electronically communicated to every Director of the Foundation not less than seven (7) days before the date the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present, and none objects to holding the meeting, or if those absent have waived notice or otherwise signified consent to holding such a 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 Foundation.

4.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice Chair shall act as the Chair and if neither is present, the Directors present shall choose one of their number to act as Chair.

4.05 Voting

Each Director has one vote. Every question will be decided by a majority of votes cast on the question. In case of an equality of votes, the Chair shall have a second vote or casting vote.

4.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Foundation consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting. This will include hybrid meetings.

4.07 Quorum for Meetings

A quorum at any meeting of Directors shall be a simple majority (51%) of those entitled to vote at the meeting.

SECTION 5 – FINANCIAL

5.01 Banking

The banking business of the Foundation will be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof will be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

5.02 Financial Year

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

SECTION 6 – OFFICERS

6.01 Officers

The Board shall appoint from among the Directors a Chair and a Vice-Chair and may appoint any other person(s) to be Treasurer and Secretary, at its first meeting following the annual meeting of the Foundation. The office of Treasurer and Secretary may be held by the same person and known as the Secretary-Treasurer, as determined by the Board. The Board may elect or appoint such other Officers and agents as it deems necessary, and who have such authority and shall perform such duties as the Board may prescribe from time to time. The Chair and the Vice-Chair shall be Directors; other Officers are not required to be Directors and may be appointed and fill roles as prescribed by the Board. Any person may hold more than one office, save the Chair who cannot also hold the office of Treasurer. Officers may be assigned on an ex-officio basis and the term of their office determined by the Board.

6.02 Office Held at Board's Discretion

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

- a) the Officer's successor being appointed;

- b) the Officer's resignation; or
- c) such Officer's death.

6.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

6.04 Chair

As necessary, the Board will elect a Chair who will be a Director; the term of office to be determined by the Board and will not exceed three (3) years. Should a Chair be required to complete an unexpired term of a previous Chair, the part-year will not count towards the three year limit. The Chair will be responsible for the general management of the Foundation, subject to the authority of the Board, and the affairs of the Foundation, and will, when present, preside at all meetings of the Members of the Foundation and the Board. The Chair will have such other authority and duties as the Board may designate.

6.05 Vice-Chair

During the absence or disability of the Chair, their duties will be performed and their authority exercised by the Vice-chair. The Vice-chair shall have such other duties and authority as the Board or the Chair designate.

6.06 Treasurer

The Board will appoint a Treasurer. The Treasurer may be a Director or an ex-officio non-voting Officer appointed by the Board. The Treasurer may receive remuneration as decided by the Board. There is no set term for this position, it will be set by the Board. The Treasurer shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Foundation in the books belonging to the Foundation and shall deposit all monies, securities, and other valuable effects in the name and to the credit of the Foundation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Foundation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Foundation. The Treasurer shall present to the Members at the Annual Meeting as part of the annual report, the financial statement of the Foundation approved by the Board together with the report of the Auditor or of the person who has conducted the review engagement, as the case may be. The Treasurer may be a signing officer of the Foundation and shall perform such other duties as required by law or may from time to time be directed by the Board.

6.07 Secretary

The Board will appoint a Secretary. The Secretary may be a Director or an ex-officio non-voting officer. There is no set term for this position. The Secretary shall keep a roll of the names and addresses of the Members, ensure the proper recording and maintenance of minutes of all meetings of the Foundation, the Board and Board committees, attend to correspondence of behalf of the Board, have custody of all minute books, documents, registers and the seal of the Foundation and ensure that they are maintained as required by law. The Secretary shall ensure that all reports are prepared and filed as required by law or requested by the Board, give such notice as required by the By-laws of all meetings of the Foundation, the

Board and Board committees, and attend all meetings of the Foundation, the Board and Board committees.

SECTION 7 – PROTECTION OF DIRECTORS AND OFFICERS

7.01 Protection of Directors and Officers

No Director, Officer, or committee member of the Foundation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Foundation or for joining in any receipt or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Foundation or for insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Foundation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever may happen in the execution of the duties of their respective office or trust provided that they have:

- (a) complied with the Act and the Foundation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

7.02 Indemnity of Directors and Officers

To the greatest extent permitted by law, the Foundation shall indemnify a Director or Officer of the Foundation, a former Director or Officer of the Foundation or another individual who acts or acted at the Foundation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Foundation or other entity if,

1. the individual acted honestly and in good faith with a view to the best interests of the Foundation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Foundation's request; and
2. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Foundation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

7.03 Insurance

To the greatest extent permitted by law, the Foundation may purchase and maintain insurance for the benefit of any person entitled to be indemnified as the Board may determine from time to time against any liability incurred by the individual:

1. in the individual's capacity as a Director, Officer or committee member of the Foundation; or

2. in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Foundation's request.

SECTION 8 – CONFLICT OF INTEREST

8.01 Conflict of Interest

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

8.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Foundation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

SECTION 9 - MEMBERS

9.01 Members

There shall be one (1) class of membership in the Foundation, consisting of those individuals who are the current Directors of the Foundation. A corporation cannot be a Member.

9.02 Member Eligibility

Members shall be individuals, who recognize and support the Mission and Values of the Foundation. To be considered for membership of the Foundation, individuals must satisfy the following criteria:

- a) be eighteen (18) years of age or older;
- b) resides, carries on a business or has strong connections in the jurisdiction serviced by the Foundation; and
- c) notifies the Secretary of the Foundation in writing of the desire to become a member.

9.03 Termination of Membership

A Membership in the Foundation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

9.04 Resignation

A Member may resign by resignation in writing which will be effective upon delivery of the resignation or a copy thereof to the Board.

9.05 Disciplinary Act or Termination of Membership for Cause

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws of the Foundation. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission, and may meet with the Member before making a final decision regarding disciplinary action or termination of membership.

SECTION 10 – MEMBER'S MEETINGS

10.01 Annual Meeting

The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations before the Annual Meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the Annual Meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the Annual Meeting in accordance with the Act, so that such items of new business can be included in the notice of the Annual Meeting.

10.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of Members with at least ten (10) percent of the votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

10.03 Notice

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

special resolution to be submitted to the meeting. Notice of each meeting must remind the Member of the right to vote by proxy.

10.04 Quorum

A quorum for the transaction of business at a Members' meeting is a simple majority of the Members entitled to vote at the meeting, whether present in person or by proxy.

10.05 Chair of the Meeting

The Chair shall be the Chair of the Members' meeting; in the Chair's absence, the Vice Chair shall chair the meeting and if neither is present, the Members present at the Members' Meeting shall choose another Director as Chair.

10.06 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 shall have a vote;
- c) 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 a manner as the Chair of the meeting shall direct;
- d) 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 favor or against the motion.

10.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10.08 Persons Entitled to be Present

The only people entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Foundation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting, the Board, or with the majority consent of the Members present at the meeting.

SECTION 11 – NOTICE

11.01 Giving Notice

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Foundation shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Foundation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address is given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

11.02 Computation of Time

In computing the date 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 notice will be excluded, and the date of the meeting or other event will be included.

11.03 Errors or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer or the auditor of the Foundation, or the non-receipt of any notice by any Member, Director, Officer to the auditor of the Foundation or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.04 Waiver of Notice

Any Member, Director, Officer or the auditor of the Foundation may waive any notice required to be given to them under any provision of the Act or the By-laws of the Foundation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, will cure any default in giving such notice.

SECTION 12 – AMENDMENT OF BY-LAWS

12.01 Amendment of By-laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law, subject to ratification by a two-thirds majority vote of Directors present at a meeting of the Foundation. Directors shall be given at least ten (10) days written notice of a meeting for the purpose of amending the By-laws.

12.02 Identification and Repeal of Former of By-laws

By-law 5 (five) of the Foundation dated April 29, 2015, are hereby repealed and replaced effective immediately upon the enactment of this By-law.

The said repeal of By-law 5 (five) shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the

validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

PASSED by the Board of Directors of the Foundation on the 17th day of September, 2024.



Chair



Treasurer

CONFIRMED by the Members of the Foundation on the 17th day of September, 2024.



Chair



Treasurer