

A by-law relating generally to the conduct
of the affairs of
Youth in Care Canada / Jeunes pris en charge Canada
(the "Corporation")

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

SECTION 1 - GENERAL

1. Definition

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

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

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

3. Corporate Seal

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

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year

The financial year end of the Corporation shall be March 31 in each year.

6. Banking Arrangements

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

7. Borrowing Powers

The directors of the Corporation may, without authorization of the members:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP

9. Membership Conditions

Membership shall be limited to individuals, corporations, partnerships and other legal entities interested in furthering the objectives of the Corporation and whose applications for admission as members have received approval of the board of directors.

There shall be six (6) classes of membership:

- i. **YOUTH (Voting Member):** Any young person in or from the care of child welfare authorities in Canada, between the age of 14 and 18 years, inclusive. Youth membership is free and each youth member is entitled to one (1) vote.
- ii. **ALUMNI 19-29 (Voting Member):** Any person in or from the care of child welfare authorities in Canada, age 19 to 29 years of age, inclusive. Membership fees may be waived upon request for all alumni in this category. Alumni members ages 19 – 29 are entitled to one (1) vote each.
- iii. **ALUMNI 30 and older (Non-Voting Member):** Any person in or from the care of child welfare authorities in Canada, age 30 years or older. Alumni in this category are not entitled to vote (unless they are a director) and may be required to pay an annual membership fee.
- iv. **INDIVIDUAL SUPPORTER:** Any individual (not from care) who supports the mission, mandate and objectives of the Corporation. Individual supporters are not entitled to vote and may be required to pay an annual membership fee.
- v. **ORGANIZATIONAL SUPPORTER:** Any agency, organization or entity that supports the mission, mandate and objectives of the Corporation. Organizational supporters are not entitled to vote and may be required to pay an annual membership fee.
- vi. **HONOURARY LIFE MEMBER:** Awarded to any individual the Corporation chooses to honour for their commitment and contributions to the Corporation and/or service to young people in and from the care of child welfare authorities. Honourary members are not entitled to vote and are not required to pay a membership fee.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

12. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

13. Effect of Termination of Membership

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

14. Discipline of Members

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

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

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3 – MEETINGS OF MEMBERS

15. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

16. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

17. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

18. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any member entitled to vote at an annual meeting of members may submit a proposal to the Corporation about any matter that the member wishes to raise at the meeting. This includes the right of a voting member to submit a proposal to make, amend or repeal by-laws. Any proposal may also include nominations for the election of directors if the proposal is approved, either in writing or by a show of hands, by not less than 5% of members who are present, and are entitled to vote, at the meeting at which the proposal is to be presented.

19. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

20. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

21. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

22. Business at Annual Members' Meetings

At every annual member meeting, in addition to any other business that may be transacted or requested by members, the report of the directors, the financial statement and the report of the public accountant shall be presented. The election of directors to fill vacant positions on the board shall also take place, as well as the election of the President.

In addition, the members shall, at each annual member meeting, appoint a public accountant by ordinary resolution to review the accounts of the Corporation for report to the members at the next annual meeting. The public accountant shall hold office until the next annual meeting. The remuneration of the public accountant shall be fixed by the board of directors.

23. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

24. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

25. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

26. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

27. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 4 – DIRECTORS

28. Number and Composition of Directors

The board shall consist of not less than five (5) and not more than fifteen (15) directors, of whom a majority shall constitute a quorum. Directors must be individual members, 18 years of age or older, with power under law to contract. At least one-half (1/2) of the directors must be voting members between the ages of 18 and 29 in good standing at the time of their election. No more than two (2) directors shall be elected from each province or territory in Canada.

29. Term of Office of Directors

Directors shall be elected for terms of two (2) years by the members at an annual meeting of the members. Elections shall only be held for those director positions whose terms expire at such meeting. No director may serve more than two (2) consecutive terms in office.

30. Termination of Directorship

A directorship in the Corporation is terminated when:

- a) the director dies or resigns;
- b) the director misses three (3) consecutive Board meetings or is non-responsive for a period of at least three (3) consecutive months;
- c) the director becomes bankrupt or is declared insolvent;
- d) the director is found by a court to be mentally incompetent or of unsound mind;
- e) the director ceases to be a member of the Corporation; or
- f) the Corporation is liquidated and dissolved under the Act.

If any vacancy shall occur for the above reasons, the board of directors may, by majority vote, fill the vacancy with an individual member in good standing of the Corporation until the next annual meeting of members, at which point the director position would be filled by election.

31. Remuneration of Directors

Directors shall receive no remuneration for serving on the board. However, directors and officers may be compensated for reasonable disbursements made in the course of transacting affairs on behalf of the Corporation.

SECTION 5 – MEETINGS OF DIRECTORS

32. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

33. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 10 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

34. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

35. Committees of the Board of Directors

There shall be an Executive Committee composed of no less than three (3) directors who shall be appointed by the board of directors to serve as officers (see section below). The Executive Committee shall exercise such powers as are authorized by the board. A simple majority of the Executive Committee shall constitute quorum. Upon the written request of any three (3) committee members, the President shall call an executive meeting.

The board may from time to time appoint any other committee or advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 6 – OFFICERS

36. Appointment of Officers

The officers of the Corporation (comprising the Executive Committee) shall be a President, Vice-President, Secretary and Treasurer. Any two (2) offices, except for the President and Vice-President, may be held by the same person. The immediate Past President is also considered an ex-officio (non-voting) officer of the Corporation.

The President shall be elected at each annual general meeting of the members. Officers other than the President of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board following the annual general meeting of members at which the directors are elected.

The officers of the Corporation (other than the President) shall hold office for two (2) years from the date of appointment or until their successors are elected or appointed in their stead. Any officer may be removed by a majority vote resolution of the board of directors at any time.

37. Description of Offices

President: The President (or Chair of the Board) shall be a director. The President shall preside at all meetings of the Corporation and of the board of directors. The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President shall serve as an ex-officio member on all committees of the Corporation.

Vice-President: The Vice-President (or Vice-Chair of the Board) shall be a director. The Vice-President shall perform the duties and exercise the powers of the President in the absence or disability of the President. If the President is absent or is unable or refuses to act, the Vice-President of the board shall, when present, preside at all meetings of the board of directors and of the members. The Vice-President shall have such other duties and powers as the board may specify.

Secretary: The Secretary shall attend and be the secretary of all meetings of the members and the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

Treasurer: The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all moneys, securities and other valuable effects in the name and to the credit of the Corporation in a chartered bank or trust company, or, in the case of securities, with a registered dealer in the securities as may be designated by the board of directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority, taking the proper vouchers for such disbursements, and shall give to the President and directors at the regular meetings of the board of directors an accounting of all transactions and a statement of the financial position of the Corporation. The Treasurer shall also have such other duties and powers as the board may specify.

Past President: The immediate past President of the Corporation may serve as a non-voting ex-officio officer of the Corporation, for a maximum of two (2) years, as a consultant to the board. The Past President shall also have such other duties and powers as the board may specify.

38. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- i. the officer's successor being appointed;
- ii. the officer's resignation;
- iii. such officer ceasing to be a director (if a necessary qualification of appointment); or
- iv. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 7 – NOTICES

39. Indemnity of Directors

Every director of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from and against;

- a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

The Corporation will indemnify all employees to the same extent.

40. Dissolution Clause

If the Corporation is wound up or dissolved, any funds or assets remaining after paying all debts are to be paid to one or more registered charity in Canada that has objectives similar to those of the Corporation.

41. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

42. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 8 – DISPUTE RESOLUTION

43. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

44. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 9 – AMENDMENTS AND EFFECTIVE DATE

45. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members

by ordinary resolution. 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. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

CERTIFIED to be the by-Law of the Corporation, as approved by the members by special resolution on October 18, 2015, in accordance with the provisions of the *Canada Not-for-Profit Corporations Act*.



President, Board of Directors



Secretary, Board of Directors