

BY-LAW

A by-law relating generally to the transaction of the business and affairs of **THE ONTARIO HIV TREATMENT NETWORK** (the "**Corporation**")

PART I INTERPRETATION

1.1 **Interpretation.** In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

"**Act**" means the **Corporations Act of Ontario**, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;

"**board**" means the board of directors of the Corporation;

"**by-law**" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"**general meeting of members**" includes a meeting of any class or classes of members as well as a general meeting of members;

"**HIV**" means human immuno-deficiency virus;

"**letters patent**" means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

"**meeting of members**" includes an annual meeting of members and a general meeting of members;

"**Regulations**" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;

"**advisory representative member**" means those persons appointed as advisory representatives/members pursuant to the provisions of Part IV of this by-law No.2;

"**signing officer**" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 2.4 or by a resolution passed pursuant thereto;

save as aforesaid, words and expressions defined in the Act or the Regulations have the same meanings when used herein;

words importing singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the words "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons; and

the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.2 **Letters Patent.** If any of the provisions contained in this by-law are inconsistent with those in the letters patent, the provisions contained in the letters patent, as the case may be, shall prevail.

1.3 Upon confirmation of this by-law No. 2 by majority of the members of the Corporation this by-law No. 2 repeals and replaces by-law No. 1 of the Corporation.

PART II TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.1 **Head Office.** The head office of the Corporation shall be in the City of Toronto, the Province of Ontario and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

2.2 **Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

2.3 **Financial Year.** Until changed by the board of directors, the financial year of the Corporation shall end on the 31st day of March in each year.

2.4 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) of the directors and officers of the Corporation. In addition, the board of directors may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument. Any signing officer may certify a copy of any instrument, resolution, by-law or over document of the Corporation to be a true copy thereof.

2.5 **Banking Arrangements.** The banking business of the Corporation shall 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 of directors. Such banking business or any part thereof shall

be transacted under such agreements, instructions and delegations of powers as the board of directors may from time to time prescribe or authorize.

PART III DIRECTORS

3.1 **Number of Directors and Powers of Directors.** The affairs of the Corporation shall be managed by a board of thirteen (13) directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. Any increase or decrease in the number of directors shall be approved by special resolution of the members.

3.2 **Qualifications.** Every director shall:

- (a) be eighteen (18) or more years of age;
- (b) be a member of the Corporation or shall become a member of the Corporation within ten (10) days after his or her election or appointment as a director; and
- (c) not be an undischarged bankrupt nor a person incapable of managing his or her affairs.

3.3 **Composition and Further Qualifications.** The board will be composed of individuals with the following qualifications:

- (a) Seven (7) directors who are HIV community-based citizens, HIV/AIDS service organizations and people living with AIDS approved through The Ontario AIDS Network, provided that four of these directors must be people living with HIV/AIDS;
- (b) Two (2) directors who are HIV primary care physicians in Ontario, one (1) of whom must practice in Toronto;
- (c) Two (2) directors who practice within the Ontario HIV Outpatient Clinics; and
- (d) Two (2) directors from the research community, approved through the Canadian Association for HIV Research - Ontario.

The board of directors shall take sufficient measures to ensure that the composition of the board complies with this section 3.3.

3.4 Election and Term. The terms of directors are served in rotation and the rotation of directors shall proceed as follows. A director shall serve for a term that commences on the date of his or her election and ends on the date of the second annual meeting after his or her election. Each year the term of six (6) or seven (7) directors shall expire and six (6) or seven (7) directors, as the case may be, shall be elected anew.

Retiring directors shall be eligible for re-election to the board of directors if otherwise qualified. Retiring directors shall continue in office beyond the expiry of their term as hereinbefore set out until their successors shall have been duly elected or appointed.

In the event that a vacancy occurs in the board of directors, any director who is appointed or elected to fill such vacancy shall be appointed or elected for the remainder of the term of the director whose departure from the board of directors has created the vacancy.

No individual may serve as director for more than two (2) consecutive terms.

3.5 Vacation of Office. The office of a director shall be vacated upon the occurrence of any of the following events:

- (a) if he or she does not become a member within ten (10) days after his or her election or appointment as a director; or
- (b) if he or she becomes bankrupt or suspends payment of his or her debts generally or compounds with his or her creditors or makes an authorized assignment or is declared insolvent; or
- (c) if he or she is found to be a person incapable of managing his or her affairs; or
- (d) if by notice in writing to the Corporation he or she resigns his or her office, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
- (e) if he or she dies; or
- (f) if he or she is removed from office by the members, in accordance with section 3.6.

3.6 Removal of Directors. The members may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any person in his or her stead for the remainder of his or her term.

3.7 **Quorum.** No less than seven (7) directors shall constitute a quorum for the transaction of business at any meeting of the directors provided that present at the meeting are at least four (4) directors who are elected pursuant to section 3.3(a). Notwithstanding vacancies in the board of directors, the remaining directors may exercise all the powers of the board of directors as long as a quorum of the board of directors remains in office.

3.8 **Vacancies.** Subject to section 3.4 hereof, a vacancy or vacancies on the board of directors, however caused, may, so long as there is a quorum of directors then in office, be filled by the directors appointing a person to serve the balance of the term, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting in order to allow the membership to appoint another person to fill the vacancy. If the number of directors is increased subject to the Act, a vacancy or vacancies, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

3.9 **Executive Committee.** The directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and, may delegate to such executive committee any of the powers of the board of directors. The executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. A majority of the members of the Executive Committee shall constitute a quorum.

3.10 **Constitution of committees.** The following committees, namely, Finance Committee, Case Committee, Personnel Committee, Public Relations Committee, Nominating Committee and House Committee, may be constituted to assist the directors in carrying on the affairs of the Corporation.

3.11 **Membership of committees.** The board of directors shall annually or more often appoint directors of the Corporation or advisory representative members to be members of each of the aforesaid committees and shall designate one of the members of each committee as Chairman thereof. The Chairman and the President shall be ex officio a member of each such committee.

3.12 **Meetings.** The committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the Chair shall have a second or casting vote. Advisory representative members may vote as members of a committee only if a resolution of the board so provides.

3.13 **Finance Committee.** The Finance Committee shall from time to time review the financial position of the Corporation and make recommendations to the board of directors concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments and the preparation of an annual budget.

3.14 **Case Committee.** The Case Committee shall from time to time review the procedures and policies of the Corporation in connection with the services it renders, furnish information relating to and act in an advisory capacity concerning such matters.

3.15 **Personnel Committee.** The Personnel Committee shall from time to time make recommendations to the board of directors respecting matters pertaining to the staff of the Corporation and employment practices.

3.16 **Public Relations Committee.** The Public Relations Committee shall advise the board of directors on policies defining the relations of the Corporation (and its staff) to the social community of which it is a part.

3.17 **Nominating Committee.** The Nominating Committee shall make recommendations and reports to the board of directors as to candidates for admission as members of the Corporation, shall submit a slate of qualified directors to each annual meeting of members and a slate of officers to the first meeting of directors following the annual meeting of members and shall recommend persons to fill any vacancy on the board of directors or any committee or to fill any vacant office.

3.18 **House Committee.** The House Committee shall be charged with the management and upkeep of the premises of the Corporation.

3.19 **Other Committees.** The board of directors may from time to time constitute such other committees as it deems necessary and shall prescribe their duties.

PART IV ADVISORY REPRESENTATIVE MEMBERS

4.1 Four (4) advisory representative members may be appointed by the Ministry of Health and one (1) advisory representative members may be appointed by The Ontario Drug Distribution Monitoring Program. The advisory representative members shall be the holders of the following positions or, failing that, shall be such persons as are deemed acceptable by the board of directors:

Director, HIV Clinic
Ontario Drug Distribution Monitoring Program
Sunnybrook & Women's College Health Sciences Centre

Coordinator, AIDS Bureau
Ontario Ministry of Health and Long-Term Care

Director, Drug Programs Branch
Ontario Ministry of Health and Long-Term Care

Program Consultant
Institutions Branch
Ontario Ministry of Health and Long-Term Care

Head, HIV Laboratory - Viral, Parasitic and Preventable Diseases Department
Ontario Ministry of Health and Long-Term Care

An advisory representative member has the right to notice of and to attend and participate in all meetings of the board and all meetings of the members, but has no right to vote at such meetings. An advisory representative member is not for the purposes of this by-law or any other purpose a director of the Corporation. The Ministry of Health in the case of the advisory representative member appointed by it and The Ontario Drug Distribution Monitoring Program in the case of the advisory representative member appointed by it shall indicate in writing to the Secretary of the Corporation from time to time and upon request the name(s) of its advisory representative member.

PART V MEETINGS OF DIRECTORS

5.1 **Place of Meeting.** Meetings of the board of directors and of the executive committee (if any) may be held either at the head office of the Corporation or at any place within Ontario.

5.2 **Notice.** A meeting of the board of directors may be convened at any time by:

- (a) the President;
- (b) any two directors.

The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in section 12.1 of this by-law not less than two (2) days before the meeting is to take place; provided always that a director or advisory representative member may in any manner and at any time (before or after the meeting to which such waiver relates) waive notice of a meeting of directors and attendance of a director or advisory representative member at a meeting of directors shall constitute a waiver of notice of the meeting except where a director or advisory representative member attends a meeting for the express purpose of objecting to the transaction of any business; provided further that meetings of directors may be held at any time without notice if all the directors and advisory representative member are present (except where a director or advisory representative member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors and advisory representative member waive notice before or after the date of such meetings.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

5.3 **Omission of Notice.** The accidental omission to give notice of any meeting 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.

5.4 **Adjournment.** Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

5.5 **Regular Meetings.** The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director and advisory representative member forthwith after being passed, but not further notice shall be required for any such regular meetings.

5.6 **Chairman.** The Chairman of each meeting of the board of directors shall be the individual appointed by those attending the meeting.

5.7 **Voting.** Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to his or her original vote shall have a second or casting vote.

5.8 **Remuneration of directors.** The directors and advisory representative member shall serve as directors or advisory representative member without remuneration and no director or advisory representative member shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from his or her position as director or advisory representative member, provided that a director or advisory representative member may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

PART VI
FOR THE PROTECTION OF DIRECTORS AND OFFICERS

6.1 **Conflict of interest.** In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act, it is declared that no director shall be disqualified by his or her office from, or vacate his or her office by reason of holding any office under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which he or she is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interest shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. A director who is in any way directly or indirectly interested in a proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve such contract.

6.2 **For the protection of directors and officers.** Except as otherwise provided in the Act, no director, officer or advisory representative member for the time being of the Corporation shall be liable for the act, receipts, neglects or defaults of any other director, officer or advisory representative member or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person with whom or which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune 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 his or her own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation, provided that nothing herein shall relieve any director, advisory representative member, or officer of any liability imposed upon him or her by statute.

**PART VII
INDEMNITIES TO DIRECTORS AND OTHERS**

7.1 **Indemnities to directors.** Every director, officer and advisory representative member of the Corporation, and his or her heirs, executors, administrators, legal representatives, estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever such director, officer or advisory representative member sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and/or
- (b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Corporation.

except such costs, charges and expenses as are occasioned by his or her own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

7.2 **Insurance.** Subject to applicable law, the Corporation may purchase and maintain such insurance for the benefit of its directors, officers, and advisory representative member as the board of directors may from time to time determine.

**PART VIII
OFFICERS**

8.1 **Appointment.** The board of directors shall annually and more often as may be required:

- (a) elect a President from among themselves, and
- (b) appoint a Secretary.

If deemed advisable may appoint annually and more often as may be required one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and one or more Assistant Treasurers. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of

- (i) his or her resignation,
- (ii) the appointment of his or her successor,
- (iii) his or her ceasing to be a director or member of the Corporation if such is a necessary qualification of his or her appointment, and

- (iv) the meeting at which the directors annually appoint the officers of the Corporation.

All officers shall be directors. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer he or she may but need not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

8.2 Remuneration and removal of officers. Officers shall serve as officers without remuneration provided that such officer may be paid reasonable expenses incurred by him or her in the performance of his or her duties. The fact that any officer or employee is a member of the Corporation shall not disqualify him or her from receiving such remuneration as an officer or employee as may be determined. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.

8.3 Powers and duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective office and such other powers and duties respectively as may from time to time be assigned to them by the board of directors; subject however, to any special resolution of the Corporation.

8.4 Duties and officers may be delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

8.5 President. The President shall be the chief executive officer of the Corporation unless otherwise determined by special resolution of the Corporation or resolution of the board of directors.

8.6 Vice-President. The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President; provided, however, that a Vice-President who is not a director shall not preside as chairperson at any meeting of the board of directors or the executive committee, if any, and that a Vice-President who is not a director and member shall not, subject to section 10.7 of this by-law, preside at any meeting of members.

8.7 Secretary. The Secretary shall give or cause to be given notices for all meetings of the board of directors or the executive committee, if any, and members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in section 300 of the Act.

8.8 **Treasurer.** Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. He or she shall keep or cause to be kept the books of account and accounting records referred to in section 302 of the Act. He or she may be required to give such bond for the faithful performance of his or her duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

8.9 **Executive Director, General Manager or Manager.** The board of directors may from time to time appoint one or more Executive Directors, General Managers or Managers and may delegate to him or her or them full power to manage and direct the business and affairs of the Corporation (except such businesses and affairs of the Corporation as must be transacted or performed by other officers, by the board of directors or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to him or her or them any lesser authority. An Executive Director, General Manager or Manager shall conform to all lawful orders given to him or her by the board of directors of such matters and duties as by law, including, without limitation, a special resolution of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. An Executive Director, General Manager or Manager has the right to notice of and to attend and participate in all meetings of the board and all meetings of the members, but has no right to vote at such meetings. An Executive Director, General Manager or Manager is not for the purposes of this by-law or any other purpose a director of the Corporation.

8.10 **Vacancies.** If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualifications or otherwise, the directors shall, in the case of the President elect from among themselves a person to fill such vacancy and in the case of the Secretary appoint a person to fill such vacancy, and may, in the case of any other office, appoint a person to fill such vacancy.

PART IX MEMBERS

9.1 **Entitlement.** The members of the Corporation shall be the applicants for the incorporation of the Corporation and, subject to section 9.2, such persons as are admitted to membership in the Corporation by unanimous resolution of the board of directors. The four (4) advisory representative members who are from time to time appointed by the Ministry of Health and the one (1) advisory representative member who is from time to time appointed by The Ontario Drug Distribution Monitoring Program shall by virtue of their appointment as advisory representative member be members of the Corporation.

9.2 **Composition.** Except for the advisory representative members and the members admitted by unanimous resolution of the board, the membership of the Corporation shall be admitted to membership in the Corporation by majority resolution of the board of directors and the membership of the Corporation at all times be comprised of individuals with the following qualifications:

- (a) Seven (7) members who are HIV community-based citizens appointed through The Ontario AIDS Network, provided that four of these members must be people living with HIV/AIDS;
- (b) Two (2) members who are HIV primary care physicians in Ontario, one (1) of whom must practice in Toronto;
- (c) Three (3) members who practice within the Ontario HIV Outpatient Clinics; and
- (d) One (1) member from the research community, elected through The Canadian Association for HIV Research - Ontario.

The board of directors shall take sufficient measures to ensure that the composition of the membership complies with this section 9.2.

9.3 **Resignation.** Members may resign by resignation in writing which shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Corporation prior to acceptance by the Corporation.

9.4 **Termination of Membership.** The interest of a member of the Corporation is not transferable. The board of directors may by majority vote terminate the membership of any member who is not at the time of the proposed termination also a director of the Corporation. A vacancy in an advisory representative membership remains open until filled by the relevant organization referred to in section 9.1.

9.5 **Dues.** There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous 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.

The Secretary shall notify the members of the dues or fees at any time payable them and, if any are not paid within thirty (3) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

PART X
MEMBER'S MEETINGS

10.1 **Annual Meeting.** Subject to compliance with section 293 of the Act, the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located.

10.2 **General Meeting.** Other meetings of the members may be convened by:

- (a) the President;
- (b) Vice-President who is a director and member; or
- (c) by the board of directors,

at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

10.3 **Notice.** A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting and to the auditor of the Corporation in the manner specified in section 12.1 of this by-law not less than ten (10) days before the date of the meeting; provided, however, that if the objects of the Corporation are exclusively for charitable purposes, it is sufficient notice of any meeting of members if notice is given at least once a week for two (2) consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of members reside as shown by their addresses on the books of the Corporation.

10.4 **Waiver of Notice.** A member and any other person entitled to attend any meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.5 **Omission of Notice.** 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 Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

10.6 **Votes.** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairperson of the meeting

shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which he or she may be otherwise entitled.

Advisory representative members shall not vote.

No member shall be entitled either in person or by proxy to vote at any meeting of members of the Corporation unless he or she has paid all duties or fees, if any, then payable by him or her.

At any meeting of members unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of chairperson or on the question of adjournment it shall be taken forthwith without adjournment at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

10.7 Chairman of the Meeting. In the event that:

- (a) the President is absent; and
- (b) there is no Vice-President present who is a director and member,

then the persons who are present and entitled to vote shall choose another director as chairperson of the meeting, however if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of such persons to be chairperson.

10.8 Proxies. Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which he or she is entitled to vote, every member and person appointed by proxy to represent one or more members and any individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the letters patent of the Corporation, every member who is entitled to vote at the meeting and is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and is represented by such proxyholder.

A proxy shall be executed by the member or his or her attorney authorized in writing or, if the member is a boy corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy need not be a member.

Subject to the provisions of the Act and Regulations, a proxy may be in the following form:

The undersigned member of * hereby appoints * of * or failing him or her, * of * as the proxy of the undersigned to attend, act and vote on behalf of the undersigned at the * meeting of the members of the said Corporation to be held on the * day of * , and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment hereof.

DATED the * day of *.

Signature of member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by any means of prepaid transmitted or recorded communication before the meeting or adjourned meeting of the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in his or her discretion accept any means of prepaid transmitted or recorded communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such prepaid transmitted or recorded communication accepted by the chairperson of the meeting shall be valid and shall be counted.

10.9 Adjournment. The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. 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.

10.10 Quorum. A quorum at any meeting of the members shall be no less than seven (7) members entitled to vote thereto, four (4) of which must represent HIV/AIDS service organizations and people with AIDS approved through The Ontario AIDS Network listed in section 9.2(a). No business shall

be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 10.3 with regard to notice shall apply to such adjournment.

PART XI VOTING SHARES AND SECURITIES

11.1 **Voting shares and securities.** All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders or over securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies or arrange for the issuance of voting certificates or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

PART XII NOTICES

12.1 **Method of Giving Notices.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the Regulations, the letters patent, articles, the by-laws or otherwise to a member, advisory representative member, director, advisory representative member, officer, auditor or member of a committee of the board of directors shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address or if mailed to him or her at his or her recorded address by prepaid ordinary or air mail, or if sent to him or her at his or her recorded address by any means of prepaid transmitted or recorded communication or if sent to such person by fax transmission, if such person has provided the Corporation with a fax number or if sent to such person by email if such person has provided the Corporation with an email address. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after mailing or public letter box; a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch; and, a notice sent by fax transmission or email shall be deemed to be given at the date and time it is sent. The Secretary may change or cause to be changed the recorded address of any member, advisory representative member, director, advisory representative member, officer, auditor or member of a committee of the board of directors in accordance with any information believed by him or her to be reliable.

12.2 **Signature of notices.** The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed.

12.3 **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 the notice shall be excluded and the date of the meeting or other event shall be included.

12.4 **Omissions and Errors.** The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, advisory representative member, director, advisory representative member, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice if otherwise founded thereon.

12.5 **Waiver of Notice.** Any member or advisory representative member or his or her duly appointed proxy, any director, advisory representative member, officer or auditor may waive any notice required to be given and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

PART XIII CHEQUES, DRAFTS, NOTES, ETC.

13.1 **Cheques, drafts, notes, etc.** All cheques, drafts or orders for the 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 Corporation, and in such manner as the board of directors may from time to time designate the resolution.

PART XIV CUSTODY AND SECURITIES

14.1 **Custody of securities.** All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositaries or in such manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

PART XV
CONFLICT

15.1 **Conflict.** The provisions of section 7.1 of this By-law No. 2 shall prevail over any other by-laws enacted by the Corporation in the event of any conflict.

PART XVI
EFFECTIVE DATE

16.1 **Effective Date.** This by-law No 2 shall come into force without further formality upon its confirmation by a majority of the members of the Corporation at a meeting of the members of the Corporation duly called for that purpose.

WITNESS the seal of the Corporation.

THIS BY-LAW IS ENACTED on this _____ day of _____, 2001.

President

Secretary

AND CONFIRMED by the members on this _____ day of _____, 2001.

Secretary