
**KIDSABILITY CENTRE FOR CHILD
DEVELOPMENT FOUNDATION**

OPERATING AS

“KIDSABILITY FOUNDATION”

BY-LAW 1 (2011)

BY-LAW NUMBER 1

A By-law relating generally to the affairs of

KIDSABILITY CENTRE FOR CHILD DEVELOPMENT FOUNDATION (HEREINAFTER REFERRED TO AS “KIDSABILITY FOUNDATION”)

A corporation without share capital incorporated under the Ontario Corporations Act.

ARTICLE 1 GENERAL

1.1 Definitions

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

- (a) Annual General Meeting: means an annual meeting of the Members as described in Section 7.1;
- (b) Auditor: means the auditor of the Corporation;
- (c) Board: means the Board of Directors of the Corporation;
- (d) Bylaws: means any By-law of the Corporation from time to time in force and effect;
- (e) Chair: means the chairperson of the Board of Directors and of the Corporation; the Vice-Chair means the vice-chairperson of the Board of Directors and Vice-Chair of the Corporation;
- (f) Committee: means any committee established by the Board;
- (g) Corporation: means KidsAbility Centre for Child Development Foundation incorporated as a corporation without share capital under Corporations Act by Letters Patent.
- (h) Corporations Act: means the Ontario Corporations Act, R.S.O. 1990 c.38, and any statute which amends or is passed in substitution for that Act;
- (i) Corporations Act Definitions: All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and resolutions of the Corporation;
- (j) Director: means a Director of the Corporation;
- (k) Headings: the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in interpreting the terms or

provisions hereof or to be construed in any way so as to clarify, modify, or explain the effect of any such terms or provisions.

- (l) KidsAbility Foundation: means KidsAbility Centre for Child Development Foundation which functions in support of KidsAbility Centre for Child Development whose head office is located within the Regional Municipality of Waterloo;
 - (m) Letters Patent: means the Letters Patent and any Supplementary Letters Patent of the Corporation;
 - (n) Member: means a person who is interested in advancing the objects of the Corporation, who is:
 - (i) a member in good standing of the Board of Directors if any;
 - (ii) the President of a Rotary Club chartered by Rotary International within the Regional Municipality of Waterloo or Wellington County supporting the Corporation;
 - (iii) a life member of the Corporation; and
 - (iv) a person who has been nominated by the Board of Directors and who has been approved by the Members at an annual or other Special General Meeting of the Corporation;
- A Member may be a person or a corporation.
- (o) Officer: means an officer of the Corporation.
 - (p) Special General Meeting: means a meeting of the Members other than an Annual General Meeting.
 - (q) Special Resolution: means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent of all of the Members.

1.2 Interpretation

In this By-law and in all other By-laws hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include individuals, firms and corporations. The division of these By-laws into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

**ARTICLE 2
HEAD OFFICE**

The current head office of the Corporation is located in the City of Waterloo, in the Province of Ontario.

However, the Directors may, from time to time, determine the specific location of the Head Office to be in the Regional Municipality of Waterloo or the County of Wellington.

**ARTICLE 3
SEAL**

The seal, an impression of which is stamped in the right margin hereof, shall be the corporate seal of the Corporation.

**ARTICLE 4
BOARD OF DIRECTORS**

4.1 Powers of the Board of Directors

- (a) Except as set out in Section 4.1(b), the Directors may exercise the powers of the Corporation on its behalf. The powers of the Corporation are those that it may exercise under the Corporations Act, the Letters Patent, and otherwise at law.
- (b) The Directors may not exercise any power that they are restricted from exercising by a By-law of the Corporation, by the Members, or by law.
- (c) The powers which the Directors may exercise on behalf of the Corporation include but are not limited to the power to:
 - (i) enter into contracts or agreements which the Corporation may lawfully enter into;
 - (ii) execute documents, make financial and banking arrangements, and authorize expenditures for the purpose of furthering the objects of the Foundation;
 - (iii) purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the board may consider advisable;

- (iv) take such steps as are necessary to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever;
- (v) appoint agents and engage employees who shall have authority and perform duties as shall be prescribed by the Board;
- (vi) borrow money on the credit of the Corporation; and;
- (vii) delegate the powers conferred on the Board to such Officer or Officers of the Corporation and to such extent and in such manner as the Directors shall determine.

4.2 Decisions Made at Board of Directors Meetings

The Directors may make decisions for the Corporation only at a meeting of the Board of Directors at which a quorum is present.

4.3 Number of Directors

The Board shall consist of a minimum of 9 and a maximum of 15 Directors elected by the Members.

In addition, in order to carry out the mission of the Corporation, the Chair of the Board of KidsAbility Centre for Child Development shall be an *ex officio* member of the Board of Directors as shall such other individuals as the Board of Directors may from time to time determine.

The Executive Director of the Corporation and the Chief Executive Officer of KidsAbility Centre for Child Development shall serve as *ex officio* resource persons to the Board of Directors.

4.4 Qualifications of Directors

Each Director save for any *ex officio* Director shall:

- (a) be at least eighteen years of age;
- (b) be of sound mind;
- (c) not be an undischarged bankrupt;
- (d) have the power under law to contract
- (e) not hold a paid position with the Corporation;
- (f) not be a spouse, parent or sibling of a Director;

- (g) be a person committed to furthering the objects of the Corporation;
- (h) normally attend and contribute to the deliberations at a minimum of 70% of the meetings of the Directors

4.5 Election of the Board of Directors

(a) Election by the Members

The Members of the Corporation shall elect the Directors.

(b) When Election Held

The election of the Directors shall be held annually at the Annual General Meeting of the Members.

(c) Nominations

The Governance Committee shall prepare a recommended slate of persons for election as Directors for submission to the Annual General Meeting. In addition, Members may nominate persons for election as Directors. Nominations by two Members in good standing, consented to by the nominee, must be presented to the Board Secretary in writing at least 15 days prior to the Annual General Meeting.

(d) Method

The election of the Directors may be by a show of hands unless a Member demands that the election be held by secret ballot.

4.6 Public Statements and Accountability

- (a) Unless the Board of Directors withholds such authority, the Chair, the Vice-Chair, in the absence of the Chair, and the Executive Director have the authority to make statements to the news media or to the public on any matters concerning the Corporation. No other persons shall have the authority to comment to the news media or to the public on any matters on behalf of the Corporation unless authorized or delegated by the Chair of the Board of Directors or by the Vice-Chair of the Corporation in the absence of the Chair.
- (b) Every Director, Officer, and employee of the Corporation shall respect the confidentiality of matters brought before the Board of Directors or before any Committee or any matter dealt with in the course of the employee's employment in the Corporation and keep in mind that unauthorized statements could adversely affect the interests of the Corporation as well as of the KidsAbility Centre for Child Development.

4.7 Directors' Term of Office

A Director, if otherwise qualified, is eligible for three consecutive full three-year terms or any combination of consecutive terms and part terms equalling a maximum of nine years, and thereafter is not eligible for re-election until a minimum period of eleven months has elapsed from the date of retirement of such Director, except that the term of the Chair and Vice-Chair shall be extended if necessary and desirable for such period not exceeding three years as will permit progression through the successive terms of office. In order to comply with the Ontario Corporations Act, the entire Board of Directors shall be elected annually.

4.8 Validity of Acts of Directors

The acts of a Director are valid even if a defect in the Director's appointment or qualification is discovered afterwards.

4.9 Quorum

The powers of the Directors may be exercised by resolution passed at a meeting of the Board at which a quorum is present. The presence of a majority of the number of Directors in office, from time to time, shall be necessary to constitute a quorum for the transaction of business at meetings of the Board. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as no less than two Directors are present at the meeting.

4.10 Filling Vacancies on the Board of Directors

(a) When there is a Quorum of Directors in Office

Subject to the rights of the Members as set out in Section 4.13, if there is a quorum of Directors in office, those Directors remaining may fill any vacancy on the Board by passing a resolution appointing a new Director.

(b) When there is not a Quorum of Directors in Office

If there is not a quorum of Directors in office the remaining Directors in office shall forthwith call a Special General Meeting of the Members to fill the vacancies on the Board.

4.11 Ceasing to be a Director

A person ceases to be a Director of the Corporation upon:

- (a) death;
- (b) resignation;
- (c) removal in accordance with Section 4.13; or
- (d) failing to qualify in accordance with Section 4.5.

4.12 Resignation of Directors

A Director may resign from office by giving notice to the Board Secretary, or, in the Secretary's absence, to any other Officer of the Corporation. A resignation is effective when received or when specified in the notice, if later.

4.13 Removal of Directors

A Director may be removed from office at a Special General Meeting of the Members when:

- (a) the Director fails to meet the qualifications of a Director of the Corporation as provided in Section 4.4;
- (b) notice has been given to the Members of :
 - (i) the Special General Meeting, and of
 - (ii) the intention to pass a resolution to remove the Director at that meeting; and
- (c) a resolution to remove the Director, stating the reason(s) for removal, has been passed at the general meeting by at least two-thirds of the votes cast.

Once a Director has been removed by the Members, the Members may elect any eligible person to fill the vacant place by a majority of the votes cast at the general meeting.

4.14 Committees

The Board may from time to time constitute such committee or committees as it deems necessary, and for such purposes and with such powers as may be prescribed by the Board, whose members shall serve at the pleasure of the Board. Each such committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof. The Board may fix any remuneration to be paid, if any, to members of any committee who are not duly-appointed Directors. Any member of any such committee shall be removable from such committee at any time at the discretion of the Board.

4.15 Standing Committees

At its meeting immediately following the Annual General Meeting, the Board shall appoint Directors to serve on the following Standing Committees of the Board: Governance Committee, Finance and Audit Committee and Investments Committee.

4.16 Disbanding

The Board shall have the power to disband any committee which it creates.

4.17 Meetings of the Board of Directors

(a) First Annual General Meeting of the Board of Directors

The Board of Directors shall hold a Board meeting following each Annual General Meeting of the Members for the purpose of the election and appointment of Officers and the transaction of any other business.

(b) Regular Meetings of the Board of Directors

The Board of Directors may designate days and times during the year for regular meetings of the Board of Directors.

(c) Special General Meetings of the Board of Directors

The Board of Directors may hold Special General Meetings other than the regular meetings.

(d) Closed Meetings of the Board of Directors

The Board may from time to time conduct closed meetings to deal with matters of a sensitive or litigious nature (such as labour relations or personnel matters, client records, or case matters, contracts, acquisition or security of property). A closed meeting will include only Directors of the Corporation and such others as are specifically invited by the Chair of the Board on the advice of the Directors. Subject to the power of the Board as aforesaid, all meetings of the Board of Directors shall be open to Members of the Corporation.

(e) Notice of Meetings of the Board of Directors

(i) Regular Meetings:

No further notice of regular meetings is required once the Board has passed a resolution stating the days and the times of regular meetings.

(ii) Yearly and Special Meetings:

Notice of all meetings of the Board of Directors must be given to all Directors by the Secretary or, in the Secretary's absence, by the Chair or the Vice-Chair. The notice must include the date, time, and purpose of the meeting. The notice must be given at least ten days before the meeting. Notice shall be given by pre-paid delivery, telephone, telecopier or other means of recorded electronic communication to each Director

(iii) No notice if All Present or Consent

No formal notice of a meeting is necessary if all of the Directors are present at the meeting in person or by electronic participation and have waived notice or have formally consented to its being held in their absence.

(iv) Errors or Accidental Omissions in Notice

An error or accidental omission in the giving of notice for a meeting of the Board of Directors does not invalidate the meeting or any proceeding taken at it.

(f) Place of Meetings of the Board of Directors

Meetings of the Board of Directors shall be held where the Head Office of the Corporation is or at some other place in the Province of Ontario that is geographically or electronically accessible to all of the Directors.

(g) Adjourned Meeting

Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place

and such adjournment may be made providing a quorum is present. Notice of the resumption of an adjourned meeting of the Board is not required if the time and place is announced at the original meeting.

(h) Who May Call Meetings of the Board of Directors

Any two Directors may call the meeting by requesting that the Secretary or, in the Secretary's absence, the Chair or, in the absence of the Chair, the Vice-Chair, give notice of the meeting to the Directors.

(i) Resolutions and Voting at Meetings of the Board of Directors

The Directors present may vote on any resolution made at meetings of the Board; there is no provision for proxy votes.

Resolutions are decided by a simple majority of votes. Each Director is authorized to exercise one vote on any specific issue except in the case of the Chair who is entitled to cast a second and deciding vote in the instance of a tie. Resolutions arising at any Directors' meeting shall be determined by a show of hands and shall be decided by a simple majority of votes.

A statement by the Chair or an entry in the minutes of the meeting that a resolution has been passed is proof of that fact, without proof of the number of votes cast or of the proportion of the votes for or against any resolution.

(j) Meetings by Teleconference

If a majority of the Directors of the Corporation present or participating in the meeting consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone call that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of the Act to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates. A quorum shall be established and votes shall be recorded by voice identification of each Director by a roll-call of Directors participating in the meeting.

(k) Electronic Participation

If a majority of the Directors consent, a meeting of Directors may be held by means of such telephone, electronic, or other communication facilities as permit all persons participating electronically in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting by virtue of a formal roll call provided that the Board has passed a resolution addressing the mechanics of holding such a meeting, including how security issues should be

handled and the procedure for establishing a quorum and recording votes and provided further that a majority of the Directors have consented to meeting by electronic means.

(l) Chair

The Chair or, in the absence of the Chair, the Vice-Chair, shall be the chairperson of the meeting. If no such Officer is present, the Directors may choose a Director from those present to act as Chair.

4.18 Remuneration of Directors

Directors will not be paid for their duties and no Director shall directly or indirectly receive any profit from the Director's position as such; however, Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

4.19 Declaration of Interest

It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Corporation to declare such interest and to refrain from voting thereon in accordance with the Act and Article 11 of this By-Law

4.20 Legal Responsibilities of Directors

Every Director of the Corporation when exercising the powers and discharging the duties of a Director must:

- (a) act honestly, in good faith, and in the best interest of the Corporation;
- (b) carry out the duties as would a reasonable person in similar circumstances; and
- (c) comply with the Corporations Act, its regulations, any amendments to the Act or its regulations, all other applicable laws, the Letters Patent, and the By-Laws of the Corporation.

4.21 For the Protection of Directors and Officers

Except as otherwise provided in the Corporations Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, omissions, or defaults of any other

Director or Officer or employee 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 including any person with whom 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 the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

4.22 Indemnities to Directors and Officers

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless by the Corporation, from and against:

- (a) all costs, charges, and expenses whatsoever which such Director, Officer, or other person sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against the Director, Officer, or other person for or in respect of any act, deed, matter or thing whatever, made, done, or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which the Director, Officer, or other person sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Corporations Act or law permits or requires. 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 to the extent permitted by the Corporations Act or law

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation.

The Board may purchase such Directors' and Officers' insurance or any other insurance as it deems necessary or advisable to be paid for out of the funds of the Corporation.

ARTICLE 5 OFFICERS

5.1 Officers

The Officers of the Corporation are the Chair of the Board who shall act as both the Chair and President, the Vice-Chair, the Secretary, Treasurer, Past-Chair, and such other Officers as the Board may from time to time determine.

5.2 Election or Appointment of Officers

(a) Qualifications

All Officers shall be both Directors and Members of The Corporation.

(b) Election

The Directors shall elect a Chair of the Board of the Corporation from among themselves within the meaning of the Corporations Act.

The Chair shall serve for a term as Past-Chair following the expiration of his or her term as Chair.

The Directors shall elect the Vice-Chair, Treasurer, Secretary, and any other Officer from amongst themselves.

(c) When Election Held

The election of Officers shall be held at the first meeting of the Directors following the meeting at which the Directors were elected.

5.3 Validity of Acts of Officers

The acts of an Officer are valid even if a defect in the Officer's appointment or qualification is discovered afterwards.

5.4 Officers' Term of Office

Officers shall be appointed by the Board for a two-year renewable term.

5.5 Duties of Officers

(a) Chair

The Chair shall:

- (i) when present and able, chair all meetings of the Board of Directors and all meetings of the Members;
- (ii) sign all documents requiring the signature of the Chair or President;
- (iii) ensure that the minutes are an accurate reflection of the meetings by signing them when approved;
- (iv) perform any other duties assigned by the Board.

(b) Secretary

The Secretary shall:

- (i) give any notice required to be given of meetings of the Board of Directors and of the Members;
- (ii) attend all meetings of the Board of Directors and the Members, and ensure that all facts and minutes of those meetings are recorded in books kept for that purpose;
- (iii) keep and maintain the following documents:
 - (A) a copy of the Letters Patent, and any memorandum of agreement;
 - (B) all By-laws, Resolutions, and Special Resolutions;
 - (C) a register of Directors setting out the names and addresses and occupations of all persons who are or have been Directors, and the dates they became and ceased to be Directors;
 - (D) a register of Members setting out the names and addresses of all Members during the preceding 10 years;
- (iv) be custodian of the Corporate Seal, and of all books, records, correspondence, and documents of the Corporation;
- (v) receive any Director's resignation; and
- (vi) perform any other duties assigned by the Board.

(c) Vice-Chair

The Vice-Chair shall:

- (i) perform the Chair's duties when the Chair is absent or unable to perform them; and,
- (ii) perform any other duties assigned by the Board.

(d) Treasurer

The Treasurer shall:

- (i) ensure that proper books of account and accounting records are maintained for all financial and other transactions of the Corporation ensuring their compliance with Canada Revenue Agency requirements, including records of:
 - (A) money received or paid by the Corporation and the matter to which the receipt or payment relates;
 - (B) sales and purchases effected by the Corporation;
 - (C) assets and liabilities of the Corporation; and
 - (D) any transactions affecting the financial position of the Corporation;
- (ii) perform any other duties assigned by the Board, but in every case shall liaise with and co-ordinate reporting with the Executive Director or appropriate member of staff of the Corporation.

(e) Past-Chair

The Past-Chair shall:

- (i) perform any duties assigned by the Chair; and
- (ii) perform any other duties assigned by the Board and serve as Chair of the Council of Advisors.

(f) Executive Director

The Board of Directors shall appoint an Executive Director and will delegate to that person the power to manage and direct the business affairs of the Corporation (but not such matters and duties as may not by law be delegated by the Board of Directors) and to employ and discharge agents and employees of the Corporation. The Executive Director shall comply with all lawful

requirements of the Board of Directors and shall, as reasonably requested, give to the Directors or any of them all information they may desire regarding the affairs of the Corporation.

5.6 Ceasing to be an Officer

A person ceases to be an Officer of the Corporation upon:

- (i) death;
- (ii) the election or appointment of a successor to the office of that Officer;
- (iii) ceasing to be a Director
- (iv) resignation; or
- (v) removal by the Board of Directors at a meeting called for that purpose.

(a) Resignation of Officers

An Officer may resign from office by giving notice of resignation to the Secretary or, in the Secretary's absence, to any other Officer. A resignation is effective when so received or when specified in the notice, if later.

(b) Removal of Officer

An Officer may be removed from office before the Officer's term expires for failure or inability to perform the duties of the office, or for failure to meet the qualifications of the office.

An Officer may be removed from office by a resolution passed for that purpose at a meeting of the Directors.

5.7 Filling a Vacant Office

Where an Officer's position becomes vacant, the Directors may appoint a replacement to serve for the unexpired portion of the term.

5.8 Remuneration

Officers will not be paid for their duties and no Officer shall directly or indirectly receive any profit from the Officer's position as such; however, Officers may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

**ARTICLE 6
MEMBERS OF THE CORPORATION**

6.1 Membership

The Members of the Corporation shall be those individuals who fall within the definition of Member in Section 1.1(m).

6.2 Life Members of the Corporation

Members may at an Annual General Meeting elect one or more Life Members of the Corporation, each of whom shall thereafter hold membership for the duration of his or her lifetime.

6.3 Termination of Membership

A membership terminates:

- (a) on the death of the Member;
- (b) when notice of the Member's resignation has been given to the Secretary;
- (c) when the Member fails to pay any required membership fee within 30 days of request for payment; or
- (d) when such person ceases to occupy the position qualifying such person for membership.

Each Member in good standing shall be entitled to one vote on each resolution arising at any Special General Meetings or general meeting of the Members.

ARTICLE 7
MEETINGS OF MEMBERS

7.1 Annual General Meeting

The Annual General Meeting of the Members of the Corporation will take place in the Regional Municipality of Waterloo or the County of Wellington at the call of the Board of Directors, but no later than six months after the end of each fiscal year. Business transacted at the Annual General Meeting will include:

- (a) electing new Members;
- (b) electing Life Members;
- (c) electing Directors;
- (d) receiving reports of the auditor and any other person that the Directors have required to make a report;
- (e) appointing the auditor and fixing the auditor's remuneration for the coming year;
- (f) adopting or amending the By-laws of the Foundation;
- (g) addressing any other matters properly brought before the meeting.

7.2 Special General Meeting

The Directors may call a Special General Meeting of the Members to be held in the Regional Municipality of Waterloo or the County of Wellington to address any issue of possible relevance to The Corporation. The general nature of the issue must be stated in the notice of the meeting. The Directors shall call a general meeting of Members on the written requisition of at least one-quarter of the Members.

7.3 Notice of Meetings of Members

Notice of a meeting of the Members shall:

- (a) be given to all Members who, at the close of business on the record date for notice or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given, is entered in the register of Members are entitled to notice of the meeting;
- (b) be given to each member individually by courier, mail, facsimile, or other electronic communication, ten or more days prior to the date of the meeting; and,

- (c) include the date, time, and place of the meeting, and the general nature of the matters to be dealt with.

7.4 Quorum of Members

A quorum for the transaction of business at any meeting of the Members shall consist of a minimum of eight (8) Members present in person or by proxy.

7.5 Resolutions and Voting

- (a) 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 or governing body of the body corporate or association to represent it at meetings of Members of the Corporation. At every meeting of Members, every Member and person appointed by proxy to represent a Member and any individual so authorized to represent a Member who is a body corporate or association shall have one vote.
- (b) At any meeting of the Members, every question shall, unless otherwise required by the Act, the Letters Patent or By-laws or otherwise by law, be determined by the majority of the votes duly cast on the question.
- (c) Any question at a meeting of Members shall be decided by a show of hands unless:
 - (i) prior to a show of hands, a majority of the Members present and entitled to vote resolve to vote on the matter by secret ballot, in which case the chair of the meeting shall distribute and collect ballots for such purpose and the result of the vote by secret ballot shall be the decision of the Members upon the said question;
 - (ii) after a show of hands, a poll thereon is required or demanded by the chair of the meeting or any person entitled to vote on the question in which case the procedures set forth hereinafter shall be followed.
- (d) Whenever a vote by secret ballot or show of hands shall have been taken upon a question, (unless in the latter case a poll thereon is so required or demanded), a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against

any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

- (e) If a poll is required or demanded, the poll shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. The result of the poll shall be the decision of the Members upon the said question.
- (f) In the case of an equality of votes at any meeting of Members, either upon a show of hands or upon a poll, the chair of the meeting shall not have a second or casting vote.

7.6 Waiver of Notice

A Member may waive notice of a meeting of Members and attendance of a Member at a meeting of Members shall be a waiver of notice except where the Member attends for the express purpose of objecting to the transaction of business on the ground that the meeting is not lawfully called.

7.7 Proxies

Votes at meetings of the Members may be given either personally or by proxy or, in the case of a Member which 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. At every meeting at which a Member is entitled to vote, every voting Member who is present in person, every person appointed by proxy to represent a voting Member, and every individual who is present in person and properly authorized to represent a voting Member shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every Member who is entitled to vote at the meeting and who is present in person or represented by an individual properly 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 who is represented by such proxyholder. Proxyholders who are not duly-appointed Members are not entitled to participate in the deliberations of the meeting.

A proxy shall be executed by the Member or the Member's attorney authorized in writing or, if the Member is a body corporate or association, by an officer or attorney thereof duly authorized.

7.8 Adjournment

Any meeting of Members may be adjourned to any time. Any issues to be dealt with at a meeting can be dealt with at an adjourned meeting.

ARTICLE 8 EXECUTION OF DOCUMENTS

8.1 Generally

Subject to any other provisions elsewhere in the By-laws or the Letters Patent, documents to be signed by the Corporation may be signed on its behalf by any two Officers.

The Board may by resolution appoint any person to sign documents generally or to sign specific documents on behalf of the Corporation.

8.2 Books and Records

The Board shall see that all necessary books and records of the Corporation, as required by law and by the By-laws, are regularly and properly kept.

ARTICLE 9 CONTRACTS

Deeds, transfers, assignments, contracts, obligations, certificates and other documents (collectively, “instruments”), may be signed on behalf of the Corporation by any two Directors or officers of the Corporation or one Director or officer of the Corporation and one authorized employee, and all instruments so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board may from time to time direct by resolution 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 thereto.

ARTICLE 10

BANKING

10.1 Authorized Persons

The persons authorized by a resolution of the Board of Directors shall carry out the banking transactions for the Corporation.

10.2 Financial Institution

The banking shall be conducted at the bank, trust company, or credit union approved by resolution of the Board.

10.3 Authorized Activities

The persons authorized to complete the banking are authorized to:

- (a) set up and operate accounts or make other banking arrangements as necessary;
- (b) execute any arrangements with the financial institution to facilitate the banking arrangements;
- (c) deposit into the account of the Corporation all money and cheques and negotiable instruments payable to the Corporation;
- (d) issue receipts for property received by the Corporation;
- (e) make and sign cheques on behalf of the Corporation; and
- (f) conduct other activities authorized by resolution of the Board.

ARTICLE 11 DECLARATION OF INTEREST

11.1 Definitions

For the purposes of this Article 11:

- two persons are partners if they have lived together for at least one year and have a conjugal relationship; and
- two persons are relatives if they are related by blood, marriage or adoption.

11.2 Interest in a Contract or Transaction

A Director who has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board, or a Director who has knowledge that his or her partner or a relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board shall:

- (a) declare to the Board the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is to be considered;
- (b) refrain from taking part in any discussion or vote related to the matter; and
- (c) withdraw from the meeting when the matter is being discussed if required to do so by a majority of Directors present at the meeting, or if the Director in his or her discretion wishes to do so.

11.3 Effect of Disclosure

A Director who has declared his or her interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the Corporation, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director holding that office or of the fiduciary relationship established thereby.

11.4 Failure to Declare

Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by a resolution carried by two-thirds of the Directors present at the meeting, that a conflict of interest exists and in each such case the provisions of Section 11.2(b) and 11.2(c) shall apply as if the Director had declared the interest.

ARTICLE 12 KIDSABILITY FOUNDATION ADVISORY COUNCIL

12.1 KidsAbility Foundation Advisory Council

There may be a Council of Advisors of the Corporation to be known as KidsAbility Foundation Advisory Council who shall be composed of a number of individuals who will be proposed by the Nominating Committee to the Board of Directors for election in accordance with guidelines approved by the Board of Directors, who shall be elected to the Advisory Council by the Board of Directors of the Corporation. Present Directors of the Corporation and Committee Members may be elected as Members of the Advisory Council.

12.2 Duties of Members of Advisory Council

Members of the Advisory Council should consult with, advise, and make recommendations from time to time to the Board of Directors on matters of policy which may from time to time arise,

and without restricting the generality of the foregoing, the Members of the Advisory Council may:

- (a) participate actively in fulfilling the Corporation's objectives, as for example serving as a member of an approved standing committee of the Board of Directors, or on an approved Advisory or Service Committee, or as a member of the Corporation's Fundraising team, and/or attending regularly-scheduled Directors' Meetings in an advisory capacity;
- (b) advise the Directors individually and/or collectively;
- (c) bring a greater diversity to the deliberation of the Directors;
- (d) be an advocate for KidsAbility within the greater community;
- (e) contribute fiscally and assist in the solicitation of philanthropic gifts.

Advice of the Advisory Council will be sought by the Board at scheduled meetings and where specific expertise exists and is required.

12.3 Vacancies, Advisory Council

Vacancies on the Advisory Council may be filled by the Board of Directors on the recommendation of the Nominating Committee.

ARTICLE 13 NOTICES

13.1 Service

Any notice or other document required by the Corporations Act, the Regulations made under the Corporations Act, the Letters Patent, or the By-laws to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail or sent by any electronic means of sending messages, including facsimile transmission, which produces a paper record to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein 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 to such notice.

13.2 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

13.3 Undelivered Notices

If any notice given to a Member pursuant to Section 12.1 hereof is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notice to such Member until such Member informs the Corporation in writing of such Member's new address.

13.4 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a post office or into a letter box. A certificate of an Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer, or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer, or auditor of the Corporation, as the case may be.

13.5 Waiver of Notice

Any Member, Director, officer or auditor may waive any notice required to be given to such Member under any provision of the Act, the Letters Patent, these By-laws or otherwise 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.

ARTICLE 14 AUDITOR

The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation for report to Members who shall hold office until the next following Annual General Meeting and a report thereon shall be provided to the Members at such meeting, provided, however, that the Directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Members or the Directors if they are authorized to do so by the Members and the remuneration of an auditor appointed by the Directors shall be fixed by the Directors.

The Members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

No Director, officer or employee of the Corporation may be appointed as auditor.

ARTICLE 15 FINANCIAL YEAR

The fiscal year of the Corporation shall end on March 31st of each calendar year unless the Board changes it by resolution.

ARTICLE 16 BY-LAWS

16.1 Passing

A By-law and an amendment, a repeal, or a re-enactment of a By-law must be:

- (a) passed by a resolution of the Board; and,
- (b) confirmed at a general meeting of the Members called for the purpose of considering the By-law.

16.2 When Effective

A By-law and an amendment, a repeal, or a re-enactment of a By-law is effective:

- (a) when passed and confirmed; and
- (b) until the next Annual General Meeting of the Members if passed by the Board but not confirmed by the Members at a general meeting.

16.3 Members' Powers

The Members at a general meeting or at the Annual General Meeting may confirm, reject, amend, or otherwise deal with any By-law passed by the Directors and submitted to the Members for confirmation.

No acts done or rights acquired under a By-law are prejudicially affected by the rejection, amendment, or other dealing with the By-law by the Members.

**ARTICLE 17
REPEAL**

By-law No. 1 (2009) of the Corporation is hereby repealed as of the coming into force of this by-law. The repeal shall not affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to any such by-law before its repeal. All officers and persons acting under the by-law so repealed shall continue to act as if appointed under the provision of this by-law and all resolutions of the Members or the Board or the committee of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

**ARTICLE 18
DISSOLUTION**

Upon the dissolution of the Foundation and after payment of all debts and liabilities, the remaining property shall be distributed or disposed of to KidsAbility Centre for Child Development (a registered charity) to be used for the provision of services in a manner consistent with the stated vision of the Centre and the Foundation's formal agreements with its donors. Should KidsAbility Centre for Child Development cease to exist prior to the dissolution of the Foundation, the remaining property shall be distributed to such other registered charity or charities that is or are determined by the Board of the Foundation as having a vision consistent with the vision of KidsAbility Centre for Child Development to be used for the provision of services in a manner consistent with that vision and the Foundation's formal agreements with its donors.

**ARTICLE 19
EFFECTIVE DATE**

This by-law shall be effective on the date it is approved by the Board, until the next Annual General Meeting and thereafter only when confirmed by the Members in accordance with the Act.

Chair

Secretary

Date:

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**KIDSABILITY CENTRE FOR CHILD
DEVELOPMENT FOUNDATION**

OPERATING AS

“KIDSABILITY FOUNDATION”

BY-LAW 2 (2011)

BY-LAW NUMBER 2

A by-law relating generally to the transaction of the affairs of KIDSABILITY CENTRE FOR CHILD DEVELOPMENT FOUNDATION OPERATING AS “KIDSABILITY FOUNDATION”

(the“Corporation”)

BE IT ENACTED as a by-law of KIDSABILITY CENTRE FOR CHILD DEVELOPMENT FOUNDATION as follows:

1. **Borrowing** – In accordance with Section 59 of the Ontario Corporations Act, and when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a Special General Meeting of the Members duly called for considering the by-law, the directors of the Corporation may from time to time:
 - (a) borrow money upon the credit of the Corporation;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue debentures or other securities of the Corporation;
 - (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
 - (e) secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the Corporation.
2. The Board may by resolution authorize any Director, Officer, employee, or other person to make arrangements for borrowing on behalf of the Corporation for the amount authorized and on the terms stated in the resolution.
3. The borrowing power is limited to borrowing money for current capital or operating expenses.

ENACTED by the Board on the day of , 2011

President

Secretary

CONFIRMED by the Members on the day of , 2011.

President

Secretary