



The Architectural Conservancy of Ontario Inc.

By-law

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The past. Our present. Your future.

The Architectural Conservancy of Ontario By-law

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BY-LAW

A By-law relating generally to the transaction of affairs of

The Architectural Conservancy of Ontario Inc.

(the “Corporation”)

ARTICLE 1 - INTERPRETATION

1.1 Head Office

Subject to change by Special Resolution, the head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such a place therein as the Directors may from time to time determine.

1.2 Purpose and Dissolution

The Corporation shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation shall be used in promoting its objectives.

Upon dissolution of the Corporation and after the payment of all debts and liabilities its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

1.3 Definitions

In this by-law, unless the context otherwise requires:

- a) “ACO” means The Architectural Conservancy of Ontario Inc.
- b) "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- c) "Board" means the Board of Directors of the Corporation, (previously called “Provincial Council”);
- d) “Branch” means a Branch of the Corporation, representing a region of Ontario as determined and whose establishment has been approved by the Board of Directors;
- e) "By-law" means this By-law (including the schedules to this By-law) and all other by-laws of the Corporation;
- f) "Chair" means the elected chair of the Board, (previously called “President”), as elected or as otherwise determined by this By-law or otherwise by law;
- g) "Corporation" means the corporation that has passed this by-law under the *Act* or that is deemed to have passed this by-law under the *Act*;
 - a. "Director" means an individual occupying the position of Director of the Corporation, (previously called “Member of the Provincial Council”);

- h) "Governance Policy" means the document approved by the Board of Directors, detailing the roles and responsibilities of the Directors, Committees and Branches and Staff;
- i) "Letters Patent" means the letters patent of incorporation of the Corporation, as from time to time amended;
- k) "Meeting of Members" means an annual or general or special general meeting of Members;
- j) "Member" or "Member in good standing" means a member of the Corporation whose dues and payments are current and fully paid;
- k) "Members" means the collective membership of the Corporation;
- l) "Objects" means ACO's legal objects as set out in its Letters Patent;
- m) "Officer" means an officer of the Corporation;
- n) "Special Resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a Meeting of Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

1.4 Interpretation

Other than as specified in Section 1.3, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.5 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-law are inconsistent with those contained in the Letters Patent or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.6 Seal

The seal which is impressed hereon shall be the corporate seal of the Corporation and shall be held at the head office of the Corporation or at such other place as the Board of Directors may decide.

1.7 Execution of Contracts

Execution of deeds, transfers, assignments, contracts, obligations and other instruments or material commitments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors in accordance with the approval process and protocols outlined in the Governance and Finance Policies. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

ARTICLE 2 - BOARD OF DIRECTORS

2.1 Composition

The affairs of the Corporation shall be managed by a Board composed of both Directors elected as Officers and Directors-at-large, and Ex-officio Directors:

(a) **Elected Directors:** Four (4) individuals elected by the Members to the roles of Chair, Vice-chair, Treasurer, Corporate Secretary and seven (7) Directors-at-large. One member at large will be elected by the NextGen group and will represent the NextGen on the Board of Directors.

(b) Ex-officio Directors consisting of the Past President and Directors representing the Branches of the Corporation equivalent to the number of branches recognized by the Board each year.

2.2 Qualification of Directors

Each Director:

- (a) at the time of her or his election or appointment shall be a voting Member of the Corporation.
- (b) be at least eighteen (18) years of age;
- (c) not be an undischarged bankrupt nor a mentally incompetent person; and
- (d) be a fully paid-up member of ACO

2.3 Election and Term

Each Elected Director shall be elected by the Members to hold office for a two-year term and shall be eligible for re-election by the Annual Meeting of Members for a maximum of three consecutive terms. Election of Directors shall be staggered to ensure continuity. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next Annual Meeting or until their successors are elected or appointed which ever first occurs.

Each Ex-officio Branch Representative Director shall be appointed by their Branch for a one - year term and shall be eligible for re-appointment by Members of the Branch.

2.4 Nominations for Elected Directors

Nominations for Elected Directors shall be made by the Board. All nominations will be presented to the membership at the Annual Meeting of Members.

2.5 Vacancies

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled for the remainder of the term of the vacant position by appointment by a majority vote of the Board of Directors from among persons who are qualified in accordance with the requirements of this By-law (as amended or replaced from time to time) and any other requirements at law. Whenever there is not a quorum of Directors in office, the Directors then in office shall forthwith call a meeting of the Members to fill the vacancy or vacancies. Should all Directors resign at the same time, responsibility for the Corporation's actions transfers to a senior staff member until the Members meet and elect new Directors.

The office of a Director may be vacated immediately:

- (a) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is earlier;
- (b) if the Director, as the authorized representative, becomes bankrupt or suspends payments or compromises with either the Director's creditors, or surrenders its charter or is wound up and dissolved either voluntarily or by order of a judicial court or otherwise, or the status of such Member is terminated for any reason whatsoever;
- (c) if the Director is found to be mentally incompetent, or is found to be incapable of managing property by a court or under Ontario law;
- (d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office;
- (e) on the death of the Director.

If a Director acts in a manner that appears to contravene the Objects of the Corporation, their status will be reviewed by the Board and the Director may be requested to resign.

2.6 Powers

The Board may direct and set policy, establish committees, authorize spending, establish budgets, hire and dismiss personnel, delegate responsibilities and otherwise direct the operations of the Corporation.

The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein after provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

2.7 Conflict-of-Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act and the Conflict-of-Interest Policy. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Directors are expected to adhere to all policies duly approved by the Board of Directors. New Directors shall confirm that they have read and understand the Corporation's Conflict-of-Interest Policy.

2.8 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any benefit from occupying the position of Director; provided that Directors

may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties in accordance with the Finance Policy.

2.9 Charitable Corporations

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

ARTICLE 3 - BOARD MEETINGS

3.1 Quorum and Meetings

A quorum for the transaction of business shall consist of six Directors. The Board shall meet regularly throughout the year with a minimum of four Board meetings on an annual basis. The meeting schedule is to be determined by the Board Chair. Directors may from time to time use telephonic or electronic means that permits participation by communication remotely at any meetings of the Board.

3.2 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given to each Board Member and shall be delivered, telephoned, emailed or faxed not less than seven days before the meeting is to take place. The statutory declaration of the Chair or Corporate Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. Publication of the annual list of meeting dates constitutes notice.

Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of Members of the Corporation.

3.3 Voting at Board Meetings

Every question arising at any meeting of Directors shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote. Each Director shall have one vote.

Electronic resolutions and voting may be permitted in instances where expediency is required, or where a resolution must be passed prior to the next scheduled Board meeting. (See Section 3.5.) The email correspondence including the motion and a summary of voting must be included with the meeting minutes.

3.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice Chair shall preside. In the absence of both the Chair and the Vice-chair, Directors present shall choose one of their numbers to act as the Chair for the Board meeting.

3.5 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. As per Section 3.3 above, the motion and a summary of voting must be included with the meeting minutes.

ARTICLE 4 - OFFICERS

4.1 Officers of the Corporation

There shall be a Chair, a Vice-Chair, a Corporate Secretary and a Treasurer, and any such other officers as the Directors of the Corporation may determine from time to time. The Officers shall be nominated by the Board and elected by the Membership at the Annual Meeting of Members in accordance with Articles 2.3 and 2.4. Officers shall continue to hold office from the time of the Annual Meeting of Members until the next Board meeting directly following the Annual Meeting of Members.

Any Officer shall cease to hold office upon resolution of the Board.

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

4.2 Duties of the Chair

The Chair shall perform the duties described in the ACO Governance Policy and such other duties as may be required by law or as the Board may determine from time to time.

4.3 Duties of the Corporate Secretary

The Secretary shall perform the duties described in the ACO Governance Policy and such other duties as may be required by law or as the Board may determine from time to time.

4.4 Duties of the Treasurer

The Treasurer shall perform the duties described in the ACO Governance Policy and such other duties as may be required by law or as the Board may determine from time to time.

4.5 Duties of Other Officers

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

4.6 Committees

Committees may be established by the Board as follows:

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

4.7 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-law of the Corporation or by any applicable statute or law are regularly and properly kept.

The Corporation will maintain reasonable security and confidentiality measures and procedures in regards to all records, including all electronic documents.

4.8 Protection of Directors and Officers

Directors and Officers of the Corporation shall act with reasonable prudence and in accordance with prevailing laws and in furtherance of the Corporation's policies.

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money 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 with whom or which any moneys, securities or effects shall be lodged or deposited 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 provided that they have: (a) complied with the Act and the Corporation's Letters Patent (or equivalent) and By-law; and (b) exercised their powers and discharged their duties in accordance with the Act. The Corporation is responsible for holding Directors and Officers Liability Insurance and for renewing the insurance policy annually.

ARTICLE 5 – MEMBERSHIP

5.1 Qualification and Definition

Membership in ACO shall be open to individuals and corporations whose application for membership has been accepted by the Board. The Corporation has four membership categories: Individual, Associate, Entity and Honorary. The Board may, from time to time, add additional membership levels, in consultation with the Chief Operating Officer or Executive Director. Individual members can choose to be affiliated with local branches or with the provincial organization:

Individual Member	A person who has paid the full amount of their annual fees. Individual members are entitled to one vote at the Annual Meeting of Members. At the discretion of the Board, fees for individual members may reflect the member's status. Each Individual Member has one vote.
Associate Member	A corporation or not-for-profit corporation or organization with aligned Objects may be approved by the Board as an Associate Member. Associate Members are not entitled to vote.
Entity Members	Community groups or organizations eligible to contract an agency agreement as described in the Governance Policy may be approved by the Board as an Entity Member. An Entity Member is entitled to one vote.
Honorary Member	A person who has been recognized by resolution of the Board for important or distinguished service to the Corporation to hold membership for life or such period as may be specified in the resolution shall be an Honorary Member. Honorary Members are not entitled to vote.

A membership in the Corporation is not transferable.

5.2 Annual Membership Dues

There shall be annual dues or fees payable for Member categories as shall from time to time be approved by the Board. Qualified Members whose dues are paid in full for a given fiscal year are determined to be "members in good standing" for the purposes of this By-law.

Members may be notified at any time in writing or by phone of the outstanding dues or fees payable by them. If any amounts are not paid within 30 days of the date of such notice, or arrangements made for payment, the member will no longer be in good standing and will lose their rights as a Member. The Member's membership shall automatically terminate if such outstanding dues or fees are not paid within ninety (90) days of renewal date.

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 of his or her resignation.

5.3 Voting Members

A Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of membership, including but not restricted to election of Elected Directors and confirming and amending By-law.

5.4 Revocation of Membership for Cause

Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership:

- (a) for violation of any provision of the articles, By-law or corporate policies;
- (b) if the Director has jeopardized the charitable status of ACO by failure to demonstrate financial accountability, or to comply with the Corporation's Objects

5.5 Termination of Membership

A membership in the ACO automatically terminates upon the happening of any of the following events:

- (a) if the person, in writing, resigns as a member of the Corporation;
- (b) if the member dies;
- (c) if a person is expelled from the Corporation pursuant to Article 5.4; or
- (d) if an assessment under the authority of Article 5.2 remains unpaid for more than ninety (90) days after notice of the assessment has been given to the member.

ARTICLE 6 – MEETINGS OF MEMBERS

6.1 Annual Meetings of Members

Subject to compliance with the Act, the Annual Meeting of Members shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than ten (10) days before the Annual Meeting, with a copy of the financial statements and/or auditor's report and other financial information required by the By-law or Letters Patent. The business transacted at the Annual Meeting of Members shall include, but not be limited to:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous Annual Meeting and subsequent special meetings;
- (c) the reports of the Board of Directors and Officers of the Corporation;
- (d) consideration and approval of the financial statements;
- (e) the report of the auditors, when required;
- (f) reappointment or new appointment of the auditor for the coming year;
- (g) the reports of all committees shall be presented to the Members;
- (h) election of Elected Directors and Officers; and
- (i) such other or special business as may be set out in the notice of meeting.

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

6.2 Special Meetings

The Board of Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

6.3 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any Annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

6.4 Quorum

- (a) A quorum for the transaction of business at a Members' meeting is twenty (20) Members, present in person or represented by proxy, provided that not less than ten (10) Members are present in person. No business (other than that laid out below in (c)) shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.
- (b) If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- (c) If a quorum is not present within one-half hour of the scheduled commencement of the meeting, the business transacted is limited to: The selection of Chairperson and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting. If this situation occurs, then two (2) persons present in person constitute a quorum (the Chair and Secretary as above).

6.5 Voting by Members

Unless otherwise required by the provisions of the *Act* or the By-law of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. Each Member has one vote. No Member shall be entitled to vote unless that Member has paid all assessments, if any, then due. In the case of an equality of votes, the Chairperson presiding at the meeting has a second or casting vote.

6.6 Proxies

Each Member shall be entitled to one vote at all meetings of Members. Any Member may elect to vote by proxy.

6.7 Show of Hands

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairperson or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the ACO is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.8 Chair of the Meeting

In the absence of the Chair or the Vice-chair, the Members entitled to vote present at any meeting of Members shall choose another Elected Director as Chairperson and if no Director is present or if all the Directors present decline to act as Chairperson, the Members present shall choose one of their number to be Chairperson.

6.9 Polls

If at any meeting a poll is requested on the election of a Chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

6.10 Adjournments

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

6.11 Persons Entitled to be Present

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

ARTICLE 7 – BRANCHES

7.1 Definition

A Branch of the Corporation is a group of at least three (3) individuals in a region of Ontario committed to the Objects of the Corporation and to the conservation, preservation and promotion of built heritage and cultural landscapes in their region. A Branch is the local expression of ACO. Branch Members must be Members in good standing with the Corporation and willing to comply with ACO's policies and standards of financial accountability. A Branch is established with the approval of ACO's Board of Directors (Section 7.3)

A group of individuals committed to a heritage issue in their locality may seek ACO's guidance and support without becoming a Branch of the Corporation.

7.2 Relationship of Branches to the Corporation

The Architectural Conservancy of Ontario Inc. is the legal corporate entity of the organization. Branches of the Corporation benefit from ACO's not-for-profit corporate charity status and coordination of province-wide activities and communication. Branches shall:

- (a) represent local and regional interests;
- (b) deliver accurate financial reports in a timely manner where required;
- (c) send a representative of the Branch to Board meetings;
- (d) Keep minutes of Branch meetings; and
- (e) Comply with ACO policies including the Conflict-of-Interest Policy, Finance Policy, Fundraising Policy as well as ACO's Code-of Ethics, Code-of Conduct and Branch Policy.

7.3 Establishment of Branches

The Corporation may from time to time establish Branches of the Corporation throughout Ontario provided that:

- (a) the ACO Board has determined that the proposed Branch meets the requirements in Sections 7.1, 7.2, 7.4, 7.5 and 7.6 of this By-law and any other requirements for Branch establishment outlined in the ACO Governance Policy; and
- (b) the ACO Board of Directors has approved the establishment of the Branch.

The establishment of the new Branch shall be confirmed at the next following Annual Meeting of the Corporation's Members.

7.4 Branch Objects or Purpose

A Branch shall, within its regional limits, promote the objects of the Corporation.

7.5 Branch Financial Operations

A Branch shall have the right to raise funds for local administrative expenses and projects within the constraints of ACO's Finance and Fundraising Policies provided that the Branch is capable of appropriately recording and reporting its financial transactions and demonstrating accountability and stewardship of those funds as described in the aforementioned policies and the ACO Governance Policy.

7.6 Branch Representative –Director

Each Branch shall elect or appoint a Branch Representative to sit as a voting Member of the Corporation's Board of Directors.

7.7 Termination of Branch Status

The Corporation's Board of Directors may approve a resolution to wind-down or terminate the status of an established branch under any of the following conditions:

- (a) Branch membership, consisting of Members in good standing, declines below three (3) individuals;

- (b) Branch Members wish to change their affiliation to the Corporation's membership and no longer hold Branch memberships;
- (c) Branch Members fail to comply with the Corporation's Conflict of Interest Policy, Code of Ethics, Code of Conduct or other policies identified in the Governance Policy.
- (d) A Branch fails, in the assessment of the Corporation's Board to demonstrate a reasonable standard of financial accountability and stewardship of the Corporation's assets.

ARTICLE 8 - FINANCIAL

8.1 Banking and Investments

In accordance with the Corporation's Finance and Investment Policies and Governance Policy, the Board shall by resolution from time to time designate the financial institution in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

8.2 Financial Year

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

ARTICLE 9 - NOTICES

9.1 Service

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

9.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, 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.

9.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

ARTICLE 10 - ADOPTION AND AMENDMENT OF BY-LAW

10.1 Amendments to By-law

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the *Act* pass or amend this by-law with the following exceptions: any provisions respecting the transfer of a membership, or changing the method of voting by Members not in attendance at a Meeting of Members.

10.2 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be the By-Law of the Corporation, as enacted by the Directors of the Corporation by resolution on the __ day of _____, 20____ and confirmed by the Members of the Corporation by special resolution on the __ day of _____, 20_____.

Dated as of the __ day of _____, 20_____.

[Indicate name of Chair]

[Indicate name of Corporate Secretary]