

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of

OPSEU LIVE AND LET LIVE (the "Corporation")

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

Definition

In this by-law the following terms have the meaning described.

"Act" mean the *Corporations Act (Ontario)* R.S.O. 1990, Chapter C.38

"OPSEU" mean the Ontario Public Service Employees Union.

1. Head Office

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, at such place therein as the Board (as hereinafter defined) may from time to time by resolution determine.

2. Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for its use and safekeeping.

3. Directors

3.01 **Board of directors.** The affairs of the Corporation shall be managed by a board of seven (7) directors (herein referred to as the "Board"). The directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not prohibited by the by-laws or any resolution of the Corporation or are by statute expressly directed or required to be done by the Corporation at a meeting of members.

3.02 **Qualification of directors.** Directors shall be individuals, eighteen or more years of age and must have the power under law to contract. Directors must be members of the Corporation. No undischarged bankrupt shall become a director.

3.03 **Appointment of directors and term of office.**

(1) The applicants for incorporation shall be the first directors of the Corporation whose term of office on the Board shall continue until their successors are elected or appointed.

(2) Subject to meeting the qualifications set out in Article 3.02 of these by-laws, the persons holding the following offices shall be appointed directors of the Corporation by virtue of their stated offices, in lieu of being elected as directors:

- President of OPSEU
- OPSEU Executive Board Member responsible for HIV/AIDS work
- OPSEU Executive Board Member responsible for international humanity work
- OPSEU Executive Board Member responsible for international solidarity work
- member of the OPSEU Provincial Human Rights Committee selected and designated from time to time by that Committee
- member of the OPSEU Provincial Women's Committee selected and designated from time to time by that Committee
- member of the OPSEU Youth Committee selected and designated from time to time by that Committee

(3) The term of office for the initial directors shall be from the date of the meeting at which they are appointed until May 31, 2007 or until their successors are appointed. Thereafter, the term of office of each director shall be two (2) years or until his or her successor has been appointed.

(4) Directors shall be appointed as required at the annual meetings of the Corporation.

(5) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the

remaining directors if and when they shall see fit to do so; otherwise, such vacancy shall be filled at the next annual meeting of members.

3.04 Vacation of office. Persons cease to be directors of the Corporation:

- (1) if they become a bankrupt; or
- (2) if they are found by a court to be mentally incompetent or of unsound mind; or
- (3) if by notice in writing to the Secretary of the Corporation they resign their office; or
- (4) if they cease to be a member of the Corporation;
- (5) on death; or
- (6) thirty calendar days after they cease to hold one of the offices listed in Article 3.03(2) of these By-laws.

3.05 Remuneration of directors. The directors of the Corporation shall serve without remuneration and directors shall not directly or indirectly receive any profit from their position as such; provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

3.06 Conflict of Interest.

- (1) Any director who has an interest directly or indirectly in a proposed contract or transaction or any contract or transaction with the Corporation shall declare their interest in the contract or transaction at a meeting of the Board.
- (2) In the case of a proposed contract or transaction, the directors shall declare their interest at the meeting of the Board at which the question of entering into the contract or transaction is first taken into consideration or if they are not present at such meeting, then at the first Board meeting held thereafter. If directors are not at the date of that meeting interested in the proposed contract or transaction, they shall make the declaration at the first Board meeting which is held after they became interested in the proposed contract or transaction. In the case where directors become interested in a contract or transaction after it is made, the directors shall declare their interest at the first Board meeting held after they become so interested.
- (3) Directors and their families shall not enter into and shall not have any interest in any proposed contract or transaction with the Corporation, except

- (i) on a competitive basis or other basis in writing, and
 - (ii) where directors have declared any interest therein, and where they have absented themselves in the meeting in which the matter is discussed and where they have refrained from voting thereon.
- (4) Directors shall not vote on any matter in which they have a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and vote on such matter.
- (5) Any directors who have declared an interest in any proposed contract or transaction or contract or transaction or other financial interest with the Corporation which is being discussed by the Board, shall absent themselves during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

4. Meetings of Directors

4.01 Place of meeting and notice.

- (1) Meetings of the Board may be held either at the head office of the Corporation or at any place within Ontario. A meeting of the Board may be convened at any time by the Chair of the Board, or any three directors, and the Secretary shall give notice upon receipt of such request for a meeting. There shall be at least two meetings of the Board in each calendar year, with one meeting to normally be convened during the month of March in each year and one meeting normally to be convened during the month of September in each year.
- (2) Notice of any meeting of the Board shall be delivered or mailed or sent by facsimile, electronic transmission or otherwise communicated to each director not less than seven (7) days if mailed and not less than ten (10) days if delivered, sent by facsimile or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by facsimile or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signed their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.
- (3) For the first meeting of the Board to be held immediately following the appointment of directors at a general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice

of such meeting need be given to the director or directors so appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

4.02 **President to act as chair.** The Board shall elect from among the directors the President of OPSEU to be the President of the Board. The President of the Board shall, when present, preside at all meetings of the Board and of the members. In the absence of the President of the Board at a meeting of the Board, the Secretary of the Corporation shall act as chair and in the absence of both, the directors present shall choose one of their number to be chair of the meeting.

4.03 **Quorum.** A quorum at any meeting of the Board shall be the presence of at least a majority of the directors. Where all directors consent generally or with respect to a particular meeting, a director may participate in a directors' meeting by telephone or any other communication facilities that permit all persons participating in the meeting to hear each other.

4.04 **Voting and written resolutions.**

(1) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall not have a second or casting vote in addition to his or her original vote.

(2) At any meeting unless a poll is demanded, a declaration by the chair 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 without proof of the number or proportion of votes recorded in favour of or against the motion.

5. Officers

5.01 **Officers:** The Board shall annually or as often as may be required, elect a President and appoint a Secretary and a Treasurer. The President and Secretary shall be members of the Board but the Treasurer need not be a member of the Board. The Board may appoint such other officers and agents as it shall deem necessary who need not be members of the Board and who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. Officers who are not members of the Board may attend meetings of the Board only if invited to do so by the Board and shall not be entitled to vote at such Board meetings to which they are invited to attend.

5.02 **Remuneration and removal of officers.** All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

Officers who are directors shall receive no other remuneration. Officers who are not directors may be paid such remuneration as may be determined from time to time by the Board. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

- 5.03 **Delegation of duties of officers.** In the case of absence or inability to act of any officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.
- 5.04 **President.** The President shall chair the meetings of the Board and the members. The President shall have such powers and duties as may from time to time be assigned to him or her by the Board or are required by the Act.
- 5.05 **Secretary.** The Secretary shall, when present, act as secretary of all meetings of directors and members, and shall have charge of the minute books and the corporate seal of the Corporation and the documents and registers referred to in the Act. The Secretary shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.
- 5.06 **Treasurer.** Subject to the provisions of any resolution of the Board, 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 may direct. The Treasurer shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.
- 5.07 **Vacancies.** If the office of the Secretary, Treasurer or other officer, other than the office of the President, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may appoint an officer to fill such vacancy. If the office of the President shall be or becomes vacant by reason of death, resignation, disqualification or otherwise, the directors shall appoint the director who holds the office of First Vice-President of OPSEU to the position of President of the Corporation.

6. Committees

- 6.01 The Board may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees. Committee membership, with the exception of the Executive Committee, may include individuals who are not members of the Board. Any committee member may be removed by a majority

vote of the Board. Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty in accordance with policies established by the Board from time to time.

- 6.02 **Executive Committee.** There may be an Executive Committee comprised of three (3) or more directors who shall be appointed by the Board of Directors and which Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed by a majority vote of the Board of Directors. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such Committee provided that forty-eight (48) hours' written notice of such meeting shall be given, other than by mail, to each member of such Committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of the members of such Committee shall constitute a quorum. Any member of such Committee may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

7. Indemnities to Directors, Officers and Others

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate 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 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 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
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

8. For the Protection of Directors and Officers

- 8.01 No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects 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 order 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 monies 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 company with whom or which any monies, 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 such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

- 8.02 The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

9. Membership

- 9.01 **Members.** The members shall consist of the first directors of the Corporation. Following the first meeting of directors, a member must be one of the following:

- (1) the President of OPSEU;
- (2) the OPSEU Executive Board Member responsible for HIV/AIDS work;
- (3) the OPSEU Executive Board Member responsible for international humanity work;
- (4) the OPSEU Executive Board Member responsible for international solidarity work;
- (5) a representative of the OPSEU Provincial Human Rights Committee selected and designated from time to time by that Committee to be a member of the Corporation;
- (6) a representative of the OPSEU Provincial Women's Committee selected and designated from time to time by that Committee to be a member of the Corporation;
- (7) a representative of the OPSEU Youth Committee selected and designated from time to time by that Committee to be a member of the Corporation;
- (8) any other person otherwise designated by the Board of the Corporation to be a member of the Corporation.

There shall be no membership fees or dues payable by members. There shall be maintained at the head office of the Corporation, a list of members.

- 9.02 **Voting.** Members are entitled to one vote per member and to vote at all annual and general meetings.
- 9.03 **Termination of membership.** The interest of a member in the Corporation is not transferrable and a membership lapses and ceases to exist when the member resigns or dies.
- 9.04 **Resignation.** Any member of the Corporation may resign as a member of the Corporation and shall do so by letter addressed to the Secretary of the Corporation at the head office of the Corporation.
- 9.05 **Supporting Members.** Any person who is interested in furthering the objects of the Corporation may apply for and be approved as a Supporting Member of the Corporation. The Board of Directors may establish a fee for Supporting Members. A Supporting Member is not entitled to receive notice of, attend or vote at any meeting of the members. The Board of Directors may extend an invitation to Supporting Members to attend a members' meeting but they shall have no voice and no vote.

10. Meetings of Members

- 10.01 **Annual meetings.** The corporation shall hold an annual meeting of its members not later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation, or such other place within Canada, on such day in the month of April in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report and such other information or reports relating to the Corporation's affairs as the directors may determine.
- 10.02 **General meetings.** Other meetings of the members (to be known as "general meetings") may be convened by order of the President of the Board or by the Board to be held at any date and time and at any place within Canada. In addition, the President shall call a general meeting of the members upon receipt of a written requisition to do so of not less than sixty (60%) percent of the members entitled to vote at such meeting.
- 10.03 **Notice.** A written notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served

by sending such notice to each member of such meeting and to the auditor of the Corporation by ordinary mail not less than seven (7) nor more than sixty (60) days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Corporation, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Canada without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.

10.04 **Omission of notice.** The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

10.05 **Chair.** In the absence of the President of the Board, the Secretary shall instead act as chair of the meeting and if he or she is also absent, the members present shall choose one of their number to be chair of the meeting.

10.06 **Voting and written resolutions.**

(1) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the chair of the meeting shall have a second or casting vote. Each regular member shall be entitled to one vote if present at a meeting in person or by proxy.

(2) At any meeting, unless a poll is demanded, a declaration by the chair 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 without proof of the number or proportion of votes recorded in favour of or against the motion.

10.07 **Polls.** If at any meeting a poll is demanded on the election of a chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the chair 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.

10.08 **Adjournments.** The chair may with the consent of any meeting adjourn the same from time to time 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.

10.09 **Quorum.** A quorum for the transaction of business at any meeting of members shall consist of a majority of the members present in person or represented by proxy.

11. **Enactment, Repeal and Amendment of By-laws and Special Resolutions**

11.01 By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by a by-law enacted by at least a majority of the directors present at a meeting of the Board and sanctioned by at least 2/3 of the votes cast at a meeting of members duly called for the purpose of considering such by-law or at the next annual meeting of members. The repeal or amendment of a by-law of the Corporation may be enforced or acted upon unless the approval of the members is required under the Act before it may be enforced or acted upon. The quorum at any meeting of the directors or members for the purpose of repealing or amending the by-laws shall be a majority of the directors or members, as the case may be.

11.02 A copy of any by-law proposed to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting. Such by-law may be amended at the meeting provided a majority of directors present approve any amendment moved at such meeting of members.

11.03 Where the Act or these by-laws requires that a matter be dealt with by way of Special Resolution, such Special Resolution must be passed by a majority of directors and confirmed with or without variation by at least 2/3 of the votes cast at a meeting of members called for that purpose, or, alternatively, the written consent of all members entitled to vote at such meeting.

12. **Auditors**

The members shall at each annual meeting appoint an auditor to audit accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

13. Notices

- 13.01 **Service.** Any notice to be given to any member or director or auditor shall be served either personally, by facsimile, electronic mail or by sending it by regular mail in a prepaid envelope or wrapper addressed to such member, director or auditor at their address as the same appears in the books of the Corporation or, if no address be given therein, then to the last address of such member, director or auditor known to the Secretary of the Corporation. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letter box.
- 13.02 **Signatures to notices.** If signature is required by the Act, the signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 13.03 **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, unless it is otherwise provided herein, be counted in such number of days or other period.
- 13.04 **Proof of service.** A certificate of the President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of making of the certificate as to facts in relation to the mailing, sending or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

14. Cheques, Drafts, Notes, etc.

All cheques, drafts or orders of the payment of money and all notes and acceptance 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 may from time to time designate by resolution.

15. Execution of Contracts, etc.

- 15.01 Contracts, documents or instruments in writing duly authorized by resolution of the Board and requiring execution by the Corporation may be signed by any two (2) of the directors and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or person or persons on behalf of the Corporation either to sign

contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

15.02 The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.

15.03 The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypotheca, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, leases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

15.04 In particular, without limiting the generality of the foregoing, any two (2) directors are authorized to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation, as may be duly authorized by resolution of the Board.

16. Financial Year

The Board may by resolution fix the financial year end of the Corporation and the Board may from time to time by resolution change the financial year end of the Corporation.

17. Interpretation

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular, the word “person” shall include firms and corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendments or re-enactment of such statute or section thereof, as the case may be.

ENACTED as By-Law No. 1 by the directors of the Corporation on the 9th day of September, 2005.

President

Secretary

The foregoing By-law No. 1 as enacted by the directors of the Corporation was confirmed by the Members of the Corporation on the 9th day of September, 2005.

President

Secretary

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