

**BY-LAW NO. 1**  
(Revised January 11, 2012)

A by-law relating generally to the transaction of the affairs of **WORKFORCE DEVELOPMENT BOARD WINDSOR ESSEX**, a corporation without share capital incorporated under the Ontario *Corporations Act* (Ontario Corporation Number 1762309)

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**BE IT ENACTED** as a by-law of **WORKFORCE DEVELOPMENT BOARD WINDSOR ESSEX** as follows:

**1. INTERPRETATION**

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

*"Act"* means the *Corporations Act* (Ontario), including the Regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time;

*"appoint"* includes "elect", and *vice versa*

*"articles"* means the Articles of Incorporation and/or other constating documents of the Corporation as amended or restated from time to time;

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

"by-laws" means this by-law and all other by-laws, including special by-laws, of the Corporation as amended from time to time and which are, from time to time, in force and effect;

"Corporation" means this Corporation, being the corporation to which the Articles pertain, and named "Workforce Development Board Windsor Essex";

"meeting of members" includes an annual meeting of members and a special meeting of members; "special meeting of members" means a special meeting of all members entitled to vote at an annual meeting of members;

"recorded address" means, in the case of a member, his address as recorded in the members' register; and in the case of joint members, the address appearing in the members' register in respect of such joint holding or the first address so appearing if there is more than one; in the case of a director, officer, auditor or member of a committee of the board, his latest address as shown in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act*, whichever is the more current. The secretary may change or cause to be changed the recorded address of any person in accordance with any information believed by him to be reliable.

1.2 Rules - In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

- a) Except where specifically defined herein, words, terms and expressions appearing in this by-law, including the terms "resident Canadian" and "unanimous shareholder agreement" shall have the meaning ascribed to them under the Act;
- b) Words importing the singular include the plural and *vice versa*;
- c) Words importing gender include the masculine, feminine and neuter genders;
- d) Words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative.

## **2. GENERAL BUSINESS MATTERS**

2.1 Head Office – The head office of the Corporation shall be in the City of Windsor or in the County of Essex in the Province of Ontario. The directors may, from time to time, determine the specific location of the head office.

2.2 Fiscal Year - The fiscal year of the Corporation shall begin on April 1<sup>st</sup> of each year and end on March 31<sup>st</sup> of the next year.

2.3 Execution of Documents - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President and Secretary of the Board. Notwithstanding the foregoing, the board may from time to time direct the manner in which and the person or persons by whom a particular document or class of documents shall be executed.

2.4 Banking - All matters pertaining to the banking of the Corporation shall be transacted with such banks, trust companies or other financial organizations as the board may designate or authorize from time to time. All such banking business shall be transacted on behalf of the Corporation pursuant to such agreements, instructions, delegations of powers and signing authority as may, from time to time, be prescribed by the board.

### **3. MEMBERS**

3.1 Only the directors of the Corporation shall be eligible for membership in the Corporation.

3.2 There shall be no fee for annual membership and the member shall not pay any dues for membership. The board of directors may, from time to time, set an amount or thereafter change the amount.

3.3 Every individual member in good standing is entitled:

- (a) to attend any meeting of the Corporation;
- (b) with the exception of the Ex-Officio Director, to vote at any meeting of the Corporation; and
- (c) to hold any office of the Corporation.

3.4 Each member is entitled to one (1) vote. The chair of the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by the member.

3.5 Membership shall cease:

- (a) when a member ceases to be a director;
- (b) when a member resigns and leaves the Corporation, whether or not in writing;
- (c) when any conflict of interest arises concerning a member that is not waived by the Corporation;
- (d) for any other reason reasonably determined by the Corporation.

### **4. MEETINGS**

4.1 The annual general meeting of the Corporation shall be held no later than eighteen (18) months after the incorporation and no later than four (4) months after the end of the Corporation's fiscal year. The following business shall be conducted at the annual general meeting:

- (a) reading of the financial reports;
- (b) election of the directors;
- (c) appointment of auditors and fixing or authorizing the board to fix the remuneration of the auditor; and
- (d) any other business that may properly be brought before the meeting.

4.2 The directors may, from time to time, call a general meeting of the Corporation.

4.3 The directors shall call a general meeting of the Corporation if at least ten (10%) percent of the members of the Corporation request that a general meeting be called.

4.4 Notice of the annual general meeting or of a general meeting shall be given to the members by the secretary at least seven days before the date of the meeting.

4.5 Quorum for the annual general meeting or for a general meeting of the Corporation shall be six members of the Corporation present in person, provided that at least two (2) members, other than directors, are present in person at the meeting.

4.6 Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

## 5. NOTICE

5.1 Any notice required to be given under the Act, the Letters Patent, the by-laws or otherwise by a member, director, officer or auditor shall be deemed to have been given if it is:

- (a) delivered personally to the person to whom it is to be given;
- (b) delivered to the person's address as recorded in the Corporation's records;
- (c) mailed to the person's address as recorded in the Corporation's records by prepaid ordinary mail; or
- (d) sent to the person's address, facsimile number or email address as recorded in the Corporation's records by any means of prepaid transmittal, delivery, recorded or electronic communication.

A notice shall be deemed to have been given when it is delivered personally or to the person's address, or three days after it was mailed or transmitted.

5.2 The notice shall specify the business to be attended to at the annual general meeting or at

a regular meeting.

## **6. BOARD OF DIRECTORS**

6.1 The affairs of the Corporation shall be managed by a board of between ten (10) and twelve (12) directors. One (1) director (the “**WEEDC Director**”) shall be elected or appointed from among the board of directors of the WindsorEssex Economic Development Corporation (“**WEEDC**”) based on nominations submitted by the board of directors of the WEEDC. The WEEDC Director shall cease to be a director of the Corporation if the WEEDC Director ceases to be a director of the WEEDC. The remaining directors shall be active community leaders elected or appointed from a range of community sectors. At the time of election or appointment each director shall deliver to the Corporation an executed copy of, and abide throughout his or her tenure as director by, the Code of Ethics appended hereto as Schedule “A”. (*Amended B/L-1, Res. 47, adopted December 10, 2009*), (*Amended B/L-1, Res. 57, adopted February 11, 2010*)

6.2 Any increase or decrease in the number of directors shall be approved by a special resolution.

6.3 Prior to resigning, and no later than six (6) months from the date of incorporation, the inaugural board of directors shall be elected or appointed by the three (3) directors named in the letters patent. Subsequent directors will be nominated and elected by the current board of directors, save and except for the Ex-Officio Director (who shall first be nominated by the WEEDC in accordance with section 6.1).

6.4 The directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise, unless the directors are restricted by law or by the members from exercising those powers. These powers include, but are not limited to, the power:

- (a) to enter into contracts or agreements;
- (b) to make banking and financial arrangements;
- (c) to execute documents;
- (d) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
- (e) to 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 directors may consider advisable;
- (f) to borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation’s real or personal property; and
- (g) to purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation.

6.5 Each director shall be a member of the Corporation at the time of his or her election or appointment, or shall become a member of the Corporation within ten (10) days of election or appointment and shall remain a member throughout his or her term of office.

6.6 No person shall be qualified for election as a director if such person is: less than eighteen (18) years of age, of unsound mind as found by a court in Canada or elsewhere, not an individual, or has the status of a bankrupt.

6.7 Prospective directors will be chosen with the aim of ensuring that the board collectively represents a range of relevant expertise with respect to the workforce development needs of major sectors of the Windsor Essex economy, major employers, labour and business.

6.8 Each director shall be elected to hold office for one (1) term of three (3) years or until their successor is elected. Each director shall be eligible for re-election for one additional consecutive three (3) year term if he or she is otherwise qualified to be a director. *(Amended B/L-1, Resolution 108, adopted November 10, 2011)*

6.9 Each director shall serve, throughout the director's term in office, without remuneration and no director shall directly or indirectly receive any profit, payment or remuneration of any nature or kind from the Corporation on any basis including, without limitation, in a director's capacity as an officer of the Corporation; provided, however that the foregoing shall not preclude a director from requesting and being reimbursed for reasonable expenses incurred in performance of his or her duties as a director of the Corporation.

6.10 A director ceases to hold office upon death, upon removal of office by the directors, upon ceasing to be qualified for election as a director, upon receipt by the Corporation of a written resignation, or, if a time is specified in such written resignation, at the time therein specified, whichever is later. Upon ceasing to be a director, such former director shall also cease to be a member of the Corporation.

6.11 A director may be removed from the Board by a resolution of the Board for, without limitation, the following:

- (a) Breach by a director of the director's legislative obligations to the Corporation or breach of any other law.
- (b) Any conflict of interest of a director that cannot be resolved in a manner satisfactory to the Board.
- (c) Engagement by a director in activities that are deemed by the Board to be inconsistent with the objects of the Corporation, including the provisions of the Articles of Incorporation of this by-law.
- (d) Inability of a director to meet the eligibility criteria of a Board member as described in subsection 6.6 of this by-law.
- (e) Absence of a director from three (3) consecutive meetings of the Board without

prior written approval of the Board.

- (f) Any serious breach by a director of his or her duties as a director including, without limitation, a breach of the Code of Ethics.

6.12 If a member of the Board ceases to be a director for any reason, vacancies of the Board shall be filled for the remainder of such director's term of office pursuant to those applicable rules and policies at that time established and in effect by the board of directors or otherwise as the board of directors shall determine.

6.13 The directors shall have and maintain policies and guidelines to assist in the operation and activities of the board and the Corporation including, without limitation, the Code of Ethics, which policies and guidelines shall be adhered to by all members and directors of the Corporation.

## **7. MEETINGS OF THE DIRECTORS**

7.1 A quorum for a meeting of the board of directors shall be half of the current number of directors plus one. The board may hold its meetings at any place in Ontario as it may, from time to time, determine. *(Amended B/L-1, Res. 58, adopted February 11, 2010)*

7.2 Meetings of the board may be called by the president, the secretary or any two members of the board.

7.3 The Annual General Meeting of the board shall be called by the board of directors not later than four (4) months after the end of the Corporation's fiscal year end.

7.4 Regular meetings of the board shall be held a minimum of four (4) times a year. Further meetings may be held as often as determined by the president of the Corporation.

7.5 No formal notice of any meeting of the board shall be necessary if all the elected directors are present or if those absent have indicated their consent to the meeting being held in their absence.

7.6 The board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.

7.7 No error or omission with respect to notice for a meeting of the board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

7.8 The directors shall vote on any resolution arising at any meeting of the board. A majority of votes shall decide the resolution. In case of a tie vote, the chair of the meeting shall have a

casting vote in addition to his or her original vote.

7.9 A declaration by the secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

## **8. COMMITTEES**

8.1 From time to time, the board of directors may establish ad hoc committees for limited time periods to take on specific assignments and usurp such duties as deemed required, which committees shall be constituted by resolution of the board.

## **9. STAFFING**

9.1 The Board shall establish a Secretariat and determine policies and duties to guide the work of the Secretariat.

## **10. OFFICERS**

10.1 The board of directors shall elect from among themselves a president and shall appoint a secretary who shall each serve until the next annual general meeting or until he or she is removed from office by resolution of the board of directors. Where the directors consider it appropriate, they may appoint one or more vice-presidents and other officers to serve a term at the pleasure of the board, which officers shall have those duties as the board of directors may by resolution determine.

10.2 No director shall hold more than one office and all officers shall be directors of the Corporation.

10.3 At the end of each one (1) year term, officers may be re-elected for an additional consecutive one (1) year term.

10.4. The officers of the corporation shall have the following duties:

- (a) President – chair all meetings of the Corporation and of the board, when present in person and able; have general supervision of the affairs of the Corporation; sign all by-laws and execute any documents with the secretary; perform any other duties which the board may, from time to time, assign; and
- (b) Secretary – keep and maintain the records and books of the Corporation, including the registry of officers and directors, the registry of members, the minutes of the annual general meeting, general meetings and meetings of the board, the by-laws and resolutions; certify copies of any record, registry, by-law, resolution or minute; give any notices required for the annual general meeting, general meetings and meetings of the board of directors; and perform any other



duties which the board may, from time to time, assign.

## **11. AUDITOR**

11.1 The Board shall appoint and pay a licensed auditor on an annual basis to prepare and provide the Auditor's Report, the External Auditor's Finding Report and the Annual Information Return. The Corporation shall not be required to appoint the same auditor in each year.

11.2 The Auditor shall be engaged to prepare a management letter for the purpose of indicating to the Board specific ways to improve reporting and financial operations for the efficient management of the Corporation's resources. The management letter shall identify how the Corporation has corrected and recommend how the Corporation may correct any deficiencies in legislative compliance and internal controls.

## **12. INDEMNIFICATION**

12.1 The Corporation shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

(a) all costs, charges and expenses whatsoever that he or she 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, manner or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and

(b) all other costs, charges and expense that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

## **13. CONFLICT OF INTEREST**

13.1 The directors and officers shall comply with all applicable conflict of interest legislation and regulations including, without limitation, the *Municipal Conflict of Interest Act*

13.2 The directors and officers of the Corporation shall ensure that any and all employees comply with all applicable conflict of interest legislation and regulations and any related policy of the Corporation in respect of conflicts of interest.

## **14. CONFIDENTIALITY**

14.1 Directors and officers will ensure that confidential information of the Corporation is not disclosed or otherwise made available to any person, except to the extent that disclosure is required in the course of judicial proceedings, pursuant to the law or as otherwise may be reasonably required, but in each instance, only to the extent necessary.

14.2 All directors, officers and members of the Corporation will be required to sign a confidentiality agreement in a form acceptable to the Corporation and predominantly in the form appended hereto as Schedule “B”.

**15. AMENDMENTS**

15.1 By-laws of the Corporation may be enacted, repealed, amended, added to or re-enacted by the directors in accordance with the provisions of the *Corporations Act*.

**16. EFFECTIVE DATE**

16.1 Subject to its being confirmed by the members, this by-law shall come into force when enacted by the board, subject to the provisions of the Act.

**[remainder of page intentionally left blank]**

**ENACTED** by the board this 24th day of June, 2008.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary c/s

The foregoing by-law is hereby enacted by the directors of the Corporation as evidenced by the respective signatures hereto of all of the directors of the Corporation in accordance with the provisions of the *Corporations Act*.

**DATED** the 24th day of June, 2008.

\_\_\_\_\_  
ROXANA GOSMAN

\_\_\_\_\_  
TERESA PIRUZZA

\_\_\_\_\_  
DIANE SOUCIE

In lieu of confirmation at a general meeting of the members, the foregoing by-law is hereby confirmed by all of the members of the Corporation entitled to vote at a meeting of members in accordance with the provisions of the *Corporations Act*, this 24th day of June, 2008.

**DATED** the 24th day of June, 2008.

\_\_\_\_\_  
ROXANA GOSMAN

\_\_\_\_\_  
TERESA PIRUZZA

\_\_\_\_\_  
DIANE SOUCIE

**Schedule “A”  
CODE OF ETHICS**

The Workforce Development Board Windsor Essex is governed by a Code of Ethics.

Board Directors and staff shall:

- Be governed by the principles of accessibility, accountability, coordination, equity, self-reliance, mutual responsibility and simplicity.
- Be governed by the values of: consistency, fairness, openness, integrity, honesty, excellence, quality, service, encouragement, patience and human dignity.

Board Directors and staff, when representing the Board shall not:

- Speak disrespectfully of or to another person;
- Use offensive words or inappropriate language;
- Speak in public on behalf of the Board without authorization and/or, consultation with the Board;
- Be critical of policy, practices or persons unless this is within the proper Board forum.

All Board Directors and staff must sign the Code of Ethics on an annual basis.

A Board Director or a staff person can be removed or may be asked to resign if they are not in agreement with the Code of Ethics or their behaviour violated the Code of Ethics for the Workforce Development Board Windsor Essex.

I have read the Code of Ethics for the Workforce Development Board Windsor Essex and agree to conduct myself accordingly.

_____	_____	_____
Signature	Printed Name	Date

**Appendix B**

**Statement of Confidentiality**

**I, \_\_\_\_\_, state that as a condition of my role with the Workforce Development Board Windsor Essex, I will keep in strict confidence any information regarding the Workforce Development Board Windsor Essex and agencies that I may have knowledge of through my involvement with the Workforce Development Board Windsor Essex.**

**I will not engage in discussion related to situations based on information gained through my role, except where required to fulfill my role.**

**I will treat all written information I receive as part of my role as confidential.**

**Dated at \_\_\_\_\_, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.**

Signature:	Signature of Witness:
Name (print):	Name (print):
Address:	Address:
Phone Number:	Phone Number:

**Appendix C**

## Conflict of Interest Guidelines

### Statement of Commitment

In participating in the furtherance of the objects of Workforce Development Board Windsor Essex (the “**Board**”), I am a custodian in trust of the assets of the Board. The objects of the Board are valuable and important to the communities it services and as such demand competent and committed members and directors to serve the organization with the utmost effort, dedication and support.

As a director or resource person of the Board or working with the Board, I acknowledge and commit that I will observe a high standard of ethics and conduct as I devote my efforts, skills and resources in the interest of the Board and its objects.

### General

1. I will always hold the furtherance of the objects of the Board as my priority, including during all participation in discussion and voting matters relating to the Board.
2. I recognize that I am obligated to act in a manner which will bear the closest public scrutiny.
3. It is my responsibility to contribute to the Board any suggestions of ways to improve the Board’s policies, practices, standard or ethics.
4. I will declare any conflict of interest, be it real, potential or apparent, which is not immediately obvious to the other members of the Board with regard to any matter being discussed in my presence during a meeting yet I will at all times act in accordance with the guidelines for disclosure of a conflict of interest as set out herein.
5. If the majority of the directors decide at any time during a meeting that I have a conflict, I will accept the request that I refrain from participating in the discussion and I will leave the meeting at the request of majority of the directors. I understand that the decision of a majority of the directors in this regard will be recorded in the minutes, either with or without reason for their decision which shall also be recorded.
6. I understand that the following interests or activities are considered by the Board to be conflicts of interest, and that conflicts of interest are not limited to the following situations:
  - (a) where a director, member or resource person has a direct or

indirect pecuniary interest as such term is defined in the *Municipal Conflict of Interest Act* (Ontario);

- (b) where a director, member or resource person makes a decision or does an act motivated by other or additional considerations than the best interests of the Board;
- (c) where a director, member or resource person personally contracts with the Board or where he or she is a director of other organizations which are contracting with the Board;
- (d) where a director, member or resource person learns of an opportunity for profit involving the Board which may be valuable to him or her personally or to another organization of which he or she is a member or a director or to other persons known to the director; or
- (e) where a director, member or resource person in any circumstances as related to the Board, puts his or her personal interests ahead of the best interest of the Board.

#### Information

1. I will not knowingly take advantage of or benefit from information that is obtained in the course of my official duties and responsibilities as a director and that is not generally available to the membership.
2. I will be alert to information which the Board can use to develop improved policies and strategies;
3. I will protect the Board's information closely and will not release or share confidential information without permission, preferably in writing, of the person who provided it and I will maintain confidentiality of all information which the Board deems ought to be kept confidential.

#### Declaration of Conflict of Interest

Where I have a conflict of interest whether directly or indirectly, in any matter and where I am present at a meeting of the Board at which the matter is the subject of consideration, I will:

1. Prior to any consideration of the matter at any meeting, disclose the interest and general nature of such interest;
2. I will not take part in the discussion of, or vote on any question in respect of the matter;

3. I will not attempt in any way whether before, during or after the meeting to influence the voting on any such question;
4. If the meeting at which the matter involving my conflict of interest arises is not open to the public, then I agree that I will leave the part of the meeting where this matter is under consideration. If I am absent at a meeting where I may have a conflict of interest is discussed, I will disclose the interest and comply with the requirements of this section of the conflict of interest guidelines at the next meeting of the directors or members of the Board that I attend.

Interpretation

1. The president of the Board shall ensure that the practice of this policy will be fair, just and equitable in all situations of interpretation and application.
2. Any complaint concerning a possible violation of the code set out herein shall be made in writing to or by the president of the Board with a copy provided to the director who is the subject of the complaint such that the president can initiate an investigation and attempt to arrive at a resolution of the complaint in issue.

I have read the Conflict of Interest for the Workforce Development Board Windsor Essex and agree to conduct myself accordingly.

Signature:	Signature of Witness:
Name (print):	Name (print):
Address:	Address:
Phone Number:	Phone Number:

**Procurement Policy for Third Party Contracting**

Every effort shall be made to receive value for money. All purchasing will flow from the Executive Director as directed by the Board.



Contracts for professional services, including legal, contract staff in excess of \$15,000, auditor, translation services, consultants and accountants, will be awarded using a competitive process that is appropriate to the value, complexity and profile of the business opportunity, unless the conditions for direct awarding apply. Waiver of this condition is solely at the discretion of the members of the Board.

A Request for Proposal (RFP) process will be followed, or at least three quotes obtained.

The RFP process includes:

1. Preparing a Request for Proposal, describing the task, time frames, reporting relationship, specific requirements, costing and evaluation criteria.
2. Distributing the Request for Proposal to at least three potential suppliers.
3. Adhering to deadlines for response.
4. Evaluating the proposals based on established criteria contained in the Request for Proposal.
5. Interviewing short-listed candidates (if necessary).
6. Documenting the decision in writing.
7. Responding to all who submitted a proposal informing them of the decision.
8. Setting up a contract with the successful candidate.

*Adopted February 10, 2011, Resolution #84*