

BY-LAWS

(Revised June 18, 2020)

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, their 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 them 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 other genders;
- d) "His" or "her", "he" or "she" are replaced by their gender-neutral terms of "their", "them" and "they" which implies both singular and plural;
- e) 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 1st of each year and end on March 31st 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 Chair and another officer 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 and all members are directors

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 Chief Executive Officer, 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 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 a majority of members of the Corporation present in person or by proxy at the time of the meeting.

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 or special 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. Directors shall be active community leaders elected or appointed from a range of community sectors.

6.2 Any increase or decrease in the number of directors shall be approved by a special resolution requiring a two-thirds majority of members.

6.3 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.

6.4 Each director shall be a member of the Corporation at the time of his or her election or appointment and shall remain a member throughout their term of office.

6.5 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.

6.6 Each director shall be elected to hold office for one (1) term of three (3) years. Each director shall be eligible for re-election for one additional consecutive three (3) year term if they are otherwise qualified to be a director. Time served as an officer is not counted as part of a term. However, the maximum time a director may serve on the Board is limited to ten years from the date of the first annual general meeting that they were formally appointed.

6.7 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.

6.8 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.

6.9 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.

6.10 If a member of the Board ceases to be a director for any reason, vacancies of the Board shall be filled by the temporary appointment of a director until the appointment can be finalized at the next annual general meeting. The temporary appointment time will not serve as part of the three-year term for this director.

6.11 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.

7.2 Meetings of the Board may be called by the Chair, 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 Chair of the Board.

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 by letter or email 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 Material errors or omissions 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 unless all directors consent to the validation of the meeting and proceedings.

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 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 of 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 determine policies and duties to guide and support the work of the Board and may appoint any Board sub-committees to facilitate its work.

10. OFFICERS

10.1 The Board of directors shall elect from among themselves a Chair, up to two Vice-Chairs and a Treasurer who shall each serve until the next annual general meeting or until they are removed from office by resolution of the Board of directors. The Treasurer may also be appointed as a Vice-Chair and hold two offices. The Chief Executive Officer is an ex-officio non-voting member of the Board and sub-committees of the Board and is a non-voting member of the Corporation.

10.2 The Chief Executive Officer (CEO) is the senior employee of the Corporation and is employed and supervised by the Officers of the Board. The CEO is responsible for all operations of the Corporation as well as ensuring that all corporate secretarial work related to the Board and corporation is carried out as required. Performance expectations for the CEO are set annually by the Chair.

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) Chair – 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 a Vice-Chair; perform any other duties which the Board may, from time to time, assign;
- (b) Vice-Chair/s – serve as the alternative/s in seniority order for the Chair with the same applicable duties when the Chair is not available; and
- (c) Treasurer – Oversee the financial administration, reporting and feasibility of the corporation.

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 they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, manner or thing whatsoever made, done or permitted by them in the execution of the duties of their office; and
- (b) all other costs, charges and expense that they sustain or incur in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by their 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.

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.

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