



act

BY - LAWS

**REVISED
SEPTEMBER 27, 2010**

**399 CHURCH STREET, 4TH FLOOR
TORONTO, ONTARIO
M5B 2J6**

REVISED BY-LAW AS OF SEPTEMBER 27, 2010

BY-LAW NUMBER ONE

A BY-LAW RELATING GENERALLY TO THE TRANSACTIONS OF THE BUSINESS AND AFFAIRS OF THE AIDS COMMITTEE OF TORONTO.

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ARTICLE ONE

INTERPRETATION

1.01 Definitions

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

“Act” means the *Corporations Act* of Ontario and any act that may be substituted therefor, as from time to time amended;

“board” means the board of directors for the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“chair” means chairperson of the board and includes “co-chair”;

“Corporation” means the corporation without share capital incorporated under the *Act* by letters patent dated October 4, 1983 and named AIDS COMMITTEE OF TORONTO;

“letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“meeting of members” includes an annual meeting of members and a special meeting of members;

words importing the singular number include the plural and vice-versa; words importing one gender include the other gender, and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO

BUSINESS OF THE CORPORATION

2.01 Head Office

Until changed in accordance with the *Act*, the head office of the corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario as may be determined by the directors of the Corporation.

2.02 Corporate Seal

Unless changed in accordance with the *Act*, the corporate seal of the Corporation shall be in the form impressed hereon.

2.03 Financial Year

Until otherwise ordered by the board, the financial year of the Corporation shall end on the last day of March in each year.

2.04 Execution of instruments

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Executive Director or any other person designated by the Executive Director. All instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Contracts not in the ordinary course of the Corporation's operations including but not limited to deeds, transfers, assignments, agreements of purchase and sale of real estate, mortgages, obligations, certificates and other instruments shall be signed on behalf of the Corporation by the board Chair(s) & Secretary, or any two members designated by the board following board approval by special resolution. The Chair(s) and Secretary, or any person or persons from time to time designated by the board may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation and may accept in the name of and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract obligations of the Corporation, cheque or draft may or shall be executed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

2.05 Banking arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.06 Voting rights in other companies

The proper signing officers of the Corporation may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such persons as may be determined by the officers signing them or arranging therefor. In addition, the board may from time to time direct the manner in which or the person or persons by whom any particular voting rights or class of voting rights shall be exercised.

ARTICLE THREE

DIRECTORS

3.01 Number of directors and quorum

The affairs of the Corporation shall be managed by its board of directors. Until changed in accordance with the *Act*, the number of directors shall be a total of twelve (12), at least four (4) of which shall be HIV+, all of whom shall be elected by the members as hereinafter specified. Quorum for the transaction of business shall be 50% plus 1 of the total number of directors. Notwithstanding vacancies, the remaining directors may act if constituting a quorum.

3.02 Qualification

No person shall be qualified as a director unless she or he shall be eighteen or more years of age. No director shall have been convicted of any criminal offence while in office, unless the board determines that the conviction will not bring the organization into disrepute. No director shall have served as an employee of the Corporation within the year immediately preceding his/her nomination as director. Every director shall, throughout his or her term as director, automatically be a member of the Corporation during his or her term of office. Persons wishing to run for a position on the board shall be nominated by members in good standing of the AIDS Committee of Toronto.

3.03 HIV+ Directors

No person shall be qualified as an HIV+ director unless she or he shall meet all the qualifications specified in paragraph 3.02 hereof and shall also have advised the Corporation that he or she has been diagnosed as having the human immuno-deficiency virus (HIV).

3.04 Election and term

Directors shall be elected to a three-year term of office at annual meetings in each year but if new directors are not elected, the directors then in office shall continue in office until their successors are duly elected. Directors shall have no more than three terms on the Board to a maximum of nine years. The election shall be by ballot. In the event that the election results in less than the required number of HIV+ board members in paragraph 3.01, the unelected HIV+ candidate with the most votes shall be deemed elected in place of the non HIV+ candidate who was otherwise elected with the lowest votes.

3.05 Removal of directors

The members may, by resolution passed by at least two-thirds of the votes cast thereon at a meeting of members called for that purpose, remove any director elected pursuant to paragraph 3.04 hereof before the expiration of her or his term of office and may, by majority vote at that meeting, elect any person as a replacement for the remainder of the term of the director who has been removed.

The failure to attend four board meetings or three consecutive board meetings, in one board year, will result in an automatic removal of the respective director without the meeting of the membership for such a purpose. In order to be reinstated, the board of directors must vote in favour of reinstatement by a 2/3 vote at the meeting following the attendance failures.

3.06 Vacation of office

The office of a director shall be vacated upon the occurrence of any of the following events: (a) if a receiving order is made against him or her or is she or he makes an assignment under the *Bankruptcy Act*; (b) if an order is made declaring him or her to be a mentally incompetent person or incapable of managing her or his affairs; (c) if he or she ceases to be qualified as provided in section 3.02; (d) if she or he shall be removed from office as provided in section 3.05; or (e) if by notice in writing to the Corporation he or she resigns her or his office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or (f) if he or she dies.

3.07 Vacancies

In the case of any vacancy, however caused, among the directors elected pursuant to paragraph 3.01 and 3.04 hereof or their successors (unless a replacement has been elected by the members as permitted in paragraph 3.05 hereof), the remaining directors entitled to the vote pursuant to this by-law or any other by-law of the Corporation shall use reasonable efforts to appoint replacements within sixty (60) days of the occurrence of the vacancy, unless the vacancy occurs within 60 days before the Annual General Meeting, in which event the replacement director will be elected by the membership. The term of office of Appointed Directors shall end at the next Annual General Meeting.

3.08 Calling of Meetings

Meetings of the board shall be held monthly at the call of the board or the Chair or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be required if all the directors are present or if those absent waive notice or otherwise signify their consent to

such meeting being held. The statutory declaration of the secretary or chair 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. The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at the meeting.

3.09 First meeting of a new board

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

3.10 Place of meeting

Meetings of the board shall be held at the head office of the Corporation or elsewhere in Ontario or, if the board so determines or any absent directors consent, at some place outside Ontario.

3.11 Votes to govern

All duly elected directors except the Chair of the meeting shall be entitled to one vote on each question to be decided by the board. In the case of the Chair of the meeting required to achieve quorum, the Chair shall have a vote. In the case of an equality of votes, the Chair of the meeting shall have a casting vote. At all meetings of the board every question shall be decided by a majority of the votes cast upon the question, unless these by-laws require a special resolution in which case two-thirds of the votes cast shall be required. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken the usual way by assent or dissent. A declaration by the chairperson that a resolution has been carried and an entry to the effect in the minutes shall be admissible evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

3.12 Interest of directors in contracts

Subject to the provisions of the *Act*, no director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

3.13 Declaration of interest

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the *Act*.

3.14 Remuneration

The directors shall serve as such without remuneration but may, at the discretion of the board, be entitled to be paid their traveling and other expenses properly incurred by them in attending meetings of the board or of the members or other meetings on behalf of the board.

3.15 Board Committees

The board may by resolution create one or more committees to assist the directors in carrying on the affairs of the Corporation which may but need not include members of its board. Committees created by the board shall be given written terms of reference by the board.

3.16 Powers of directors

The directors of the Corporation 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 hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its objects otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

3.17 Electronic participation

If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors may be held by means of any telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in that meeting by those means is deemed for the purposes of the *Act* and these by-laws to be present at that meeting.

ARTICLE FOUR

BOARD OFFICERS

4.01 Board Officers

The board shall elect or appoint bi-annually Directors to fill the following board offices: Chair of the Board, Secretary, Treasurer and other such Board Officers (including a Vice Chair) as the board of directors may determine by by-law from time to time.

4.02 Board Duties

The board Officers shall perform such duties as the Board may from time to time designate or approve.

4.03 Board Officers – General

Officers shall hold office until removed in the manner hereinafter specified or until their replacement by election as hereinafter specified. An officer's term of office shall also be terminated by such officer's written resignation which may be effective immediately or upon a date named therein, provided that a resignation naming an effective date later than the date of the election of officers following the next annual meeting shall not have the effect of extending such officer's term beyond the date of such election. Officers shall be elected or appointed by the board at its first meeting following each annual meeting of members and thereupon the term of office of the previously existing officers (except such of them as have been re-elected to their previous positions) shall cease, provided that in default of such election, the existing officers shall continue to hold office until such election is held. Vacancies among the officers, however caused, shall be filled by election by the board within sixty days after the vacancy occur. The election of officers by the directors may be by show of hands or by resolution unless a ballot be demanded by any director. Any director who is removed as a director pursuant to this by-law who is also an officer of the Corporation shall cease to be an officer upon removal as a director.

4.04 Removal of officers

Any board officer of the Corporation may be removed by a two-thirds vote of those present and entitled to vote at a special meeting of the board called for such purpose upon the giving of written notice as specified in paragraph 3.08 of this by-law, which notice shall be served upon the directors and upon the officer whose removal is proposed and shall specify the proposed removal as the subject matter of such meeting. The provisions of said paragraph 3.08 permitting the holding of meetings of the board without notice shall not apply to a meeting at which an officer is or is proposed to be removed pursuant to this paragraph.

ARTICLE FIVE

PROTECTION OF DIRECTORS AND OFFICERS

5.01 Limitations of liability

No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, 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 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 the Corporation shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any other loss occasioned by any error of judgement or oversight on her or his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of his or her office or in relation thereto unless the same are occasioned by her or his own wilful neglect.

5.02 Indemnity

Every director and officer 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 that such director or officer 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 deed, act, matter or thing whatsoever made, done or permitted by her or him in or about the execution of his or her office; and
- (b) all other costs, charges or expenses that she or he sustains or incurs about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

5.03 Validity of Actions

No act or proceeding of any director or board of directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or board of directors.

5.04 Director's reliance

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE SIX

MEMBERS

6.01 Members

The members shall consist of those persons who declare that they support the mission, vision and values of the Corporation and have paid the annual membership dues established by the board from time to time by resolution, provided that the board may waive such membership fees in particular cases where it, in its sole discretion, determines that there is just cause for doing so. There shall be maintained at the head office of the Corporation a list of members in good standing as a register.

6.02 Terms of membership

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his or her death or when she or he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation. The membership term lapses at the end of the fiscal year as set out in the by-laws of the Corporation.

6.03 Resignation

Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable to him or her to the Corporation prior to acceptance of her or his resignation.

6.04 Removal

Upon thirty days' written notice to a member of the Corporation, the board may by resolution passed by at least two-thirds of the votes cast thereon at a meeting of the board held after such notice period has expired remove such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. In order for such resolution to be effective it must contain a statement that the members of the board voting in favour thereof have formed the opinion that such member is working contrary to the aims and objectives of the Corporation or is seeking to interfere with ability of the Corporation to function effectively. Any such member may re-apply for membership in the Corporation, but if his or her re-application occurs within twenty-four (24) months of the member's removal, he or she shall not become a member until the membership re-application is approved by resolution of the board. Each such applicant shall be informed promptly by the secretary of the outcome of her or his application.

ARTICLE SEVEN

MEETING OF MEMBERS

7.01 Annual meetings

The annual meeting of members shall be held at such time and on such day in each year as the board of the chair may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors, and for the transaction of such other business as may be properly brought before the meeting.

7.02 Special meetings

The board or any member of the board shall have power to call a special meeting of members at any time. A special meeting of members shall be called by the board upon the written petition of not fewer than thirty of the members of the Corporation, said meeting to be called by the board in the ordinary manner to be held within sixty days after the petition is received by the Corporation at its registered address.

7.03 Place of meetings

Meetings of the members of the Corporation shall be held at the head office of the Corporation or elsewhere in the municipality where the head office is situated, or, pursuant to section 7.05 or if the board shall so determine, at some other place in Ontario.

7.04 Notice of meetings

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than ten days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered on the books of the Corporation. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive. The notice shall include the date, place and time of the meeting as well as an agenda of proposed items with sufficient information concerning such business to permit the members to form a reasoned judgement of the decision to be taken.

7.05 Meetings without notice

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person, or if those not present waive notice or otherwise

consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of members may transact.

7.06 Chairperson, secretary and scrutineers

The board may designate a chairperson, who may be but need not be a director, for the whole or any part of any meeting of members. If no such designation is made, the persons present and entitled to vote shall choose one of their number to be chairperson. The chairperson shall, at the outset of each meeting of members, appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by resolution or by the chairperson with the consent of the meeting.

7.07 Quorum

A quorum for the transaction of business at any meeting of members shall be twenty persons present in person and entitled to vote thereat.

7.08 Right to vote

At any meeting of members every person (except the chairperson, unless there is an equality of votes) shall be entitled to vote who has been a member of the Corporation for a period of not less than thirty days prior to the date of the meeting and continues as of the date of the meeting to be qualified as a member.

7.09 Proxies

Voting by proxy shall be permitted at any meeting of the members. At any meeting of the members, each member who is present and entitled to vote may serve as a proxy on behalf of one member only. With respect to all other matters relating to proxy voting, the board shall determine at its sole discretion the manner and form in which the right to vote by proxy shall be exercised.

7.10 Votes to govern

At any meeting every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or the law, be determined by the majority of votes duly cast on the question.

7.11 Show of hands

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of

hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken on a question, unless a poll thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon said question.

7.12 Polls

After a show of hands has been taken on any question, the chairperson may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairperson shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.

7.13 Casting vote

In the case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to a vote in order to break the tie.

7.14 Adjournment

The chairperson at any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE EIGHT

BORROWING

8.01 Borrowing powers

The directors may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

8.02 Delegation

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE NINE

NOTICES

9.01 Method of giving notices

Any notice (which term in this article 9 includes any communication or document) to be given (which term in this article 9 includes sent, delivered or served) pursuant to the *Act*, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last address or as recorded in the books of the Corporation or if mailed by prepaid ordinary mail to her or him at his or her said address or if sent to her or him at his or her said address by any means of wire or wireless or any other form of transmitted or recorded communication. The secretary may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by her or him to be reliable. A notice so served shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

9.02 Computation of time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 Omissions and errors

The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.04 Waiver of notice

Any member, director, officer or auditor may waive any notice required to be given to him or her under the provisions of the *Act*, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

9.05 Proof of service

With respect to every notice or other document sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in section 9.1 of this by-law and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

ARTICLE TEN

AUDITORS

10.01 Appointment of auditors

The members shall at each annual meeting appoint an auditor to audit the 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 auditors shall be fixed by the board.

ARTICLE ELEVEN

DISSOLUTION

11.01 Dissolution

In the event that the Corporation dissolves, after payment of liabilities, all assets or the proceeds from the sale thereof shall be distributed to Ontario registered charities devoted to lesbian/gay health interests which serve the community in the Toronto area. The Board will be responsible for ensuring the appropriate distribution of assets.

ARTICLE TWELVE

TRANSITIONAL PROVISIONS

12.01 Enactment, Repeal and Amendment of By-laws

By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by by-law by a 2/3 majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law.

A copy of any by-law to be sanctioned at an annual general meeting of members shall be sent to every member of the Corporation with notice of such meeting.

Approved by the Members of the Corporation the 14th Day of November, 2006

(corporate seal)