

BY-LAW (Version 11)

A By-law relating generally
To the organization and the
Transaction of the affairs of

ACCESS ALLIANCE
Multicultural Health and Community Services

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BE IT ENACTED as a by-law of ACCESS ALLIANCE
MULTICULTURAL HEALTH AND COMMUNITY HEALTH SERVICES as follows:

1. INTERPRETATION**1.1 Definitions**

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

- a) "Act" means the Corporations Act (Ontario) and any act that hereinafter may be substituted therefore, as from time to time amended;
- b) "Board" means the board of directors of the Centre;
- c) "Centre" means ACCESS ALLIANCE MULTICULTURAL HEALTH AND COMMUNITY SERVICES, Ontario Corporation Number 719952, incorporated by Letters Patent on October 23, 1987; and
- d) "New voting member" is a person who is accepted by the Board of Directors as a voting member pursuant to paragraph 6.2, but does not include a member who has renewed his/her membership pursuant to paragraph 6.5(b).

1.2 Number

- a) In this by-law words importing the singular number include the plural and vice-versa.
- b) In this by-law any reference to a percentage of voting members or directors for quorum and other voting purposes shall mean the percentage of voting members or directors indicated.
- c) In this by-law any reference to a vote by a percentage of voting members or directors shall mean such percentage of the votes cast by voting members or directors present at the relevant meeting and shall not mean the percentage of all the voting members or directors that may be authorized by this by-law or actually appointed or elected at the time of the vote.

2. DIRECTORS

2.1 General

The affairs of the Centre shall be managed by the Board of Directors. The Board may enter into any kind of contract which the law allows and can exercise all the powers of the Centre, unless the Act or the by-laws say that a membership meeting is needed to decide a specific matter. The Board can act only by decision at a proper Board meeting.

2.2 Number and Composition

The Board of Directors shall be composed of twelve directors. The board will be responsible to ensure that its membership reflects the diversity of the communities served by the Centre and that the board possesses the skills required to govern the affairs of the Centre. The board will delegate responsibility to a nominating committee that will ensure the nominees to the board meet these requirements.

2.3. Eligibility for Nomination

Individuals seeking to be nominated to the board of directors must live or work in the City of Toronto, and must be over 18 years or older and a member of the Centre at the time of his or her election or within 10 days thereafter. Anyone who is an undischarged bankrupt cannot be a director.

2.4 Term of Office

Each director of the Centre shall be elected to the Board for a term of three years, subject to Article 2.5.

2.4A Vacancies and In-Year Director Appointments

Where a director resigns, is removed from, or otherwise leaves the Board prior to fully serving their three-year term, the remaining directors (if constituting a quorum) may appoint to the Board a new director to fill the vacancy.

Any in-year director appointment shall be confirmed by a vote at the next annual meeting of voting members (as set out in Article 2.7(a)), failing which the director appointed in-year shall cease to be a director of the Board as at the day after the meeting of voting members. Any in-year director appointment shall be deemed to be commencing their second year of their first three-year term following any affirmative confirmation vote.

2.5 Number of Terms

A director whose term has expired may seek re-election but no director may serve more than six consecutive years. A director who has served six consecutive years may seek election to the Board following an absence of one year.

2.5A Transition Provisions

Any director who will have served on the Board for four years as at September 30, 2014 may be nominated at the 2014 annual meeting of voting members for a further two-year term, following which any such director may seek re-election to the Board following an absence of one year.

2.6 Nomination

Any voting member in good standing, who is not an employee of the Centre, may be nominated for election to the Board. No former staff person shall be eligible for nomination until 24 months after leaving the employment of the Centre.

2.7 Election

The election of new Board members shall be at the annual meeting of voting members, in the following order:

- (a) In-year director appointments shall be confirmed, as referred to in Article 2.4A. The members' vote may be conducted by show of hands, and if no opposition is indicated, the confirmation shall be by acclamation. If any opposition is indicated, a vote by secret ballot shall be held;
- (b) If the number of candidates nominated to the Board is less than or equal to the number of vacancies on the Board, the candidates shall be elected by acclamation; and

- (c) If the number of candidates nominated to the Board is greater than the number of vacancies on the Board, a vote by secret ballot shall be held. Each voting member shall be entitled to vote for as many candidates as there are vacancies and shall write their names clearly and legibly on their ballot. No ballot shall be rejected solely because it has been cast in favour of fewer nominees than there are vacancies. A ballot shall be rejected if it has been cast in favour of more nominees than there are vacancies. Once the secret ballot has been held, the votes counted and the results have been announced, nominees shall be declared elected, as directors, by the Chair of the meeting.

2.8 Removal by Members

The voting members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intent to pass such a resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at the meeting, elect any person in his or her stead for the remainder of this or her term. The Board may recommend that the members remove a director, if the director:

- has not carried out the responsibilities of a director; or
- has acted in a manner contrary to the best interests or objects or policies of the Centre;

2.9 Removal by Board

Where a director either:

- (a) is absent from three consecutive meetings of the Board in one year; or
- (b) is absent from five meetings of the Board in one year;

the director shall cease being a director of the Board following the Board meeting after their third consecutive absence or their fifth total absence, unless the Board votes at that meeting to retain that director as a director of the Board. Any director so retained shall cease being a director of the Board following any further absence from a meeting of the Board.

The Board may at a meeting of the Board remove any director by way of a unanimous vote, exclusive of the director the vote seeks to remove.

2.10 Leaves of Absence

A director may request a leave of absence for personal or professional reasons after having served six months on the board, for a period not more than six months in duration. This request must be submitted in writing to the Secretary for approval by the executive committee.

2.11 Resignation

A director wishing to resign from the Board shall submit his or her resignation in writing to the Chairperson or Secretary. The resignation shall take effect from receipt.

2.12 Staff Representatives

Save for those portions of Board meetings where the Board addresses confidential personnel issues, two (2) staff members shall be invited to all Board meetings.

2.13 Executive Director

The Executive Director shall attend meetings of the Board in an ex-officio capacity.

2.15 Place and Notice of Meeting

Meetings of the Board shall be held at such place and time and on such day as the Chairperson of the Board, or any two directors may determine, and the Secretary shall call meetings when so directed. Notice of every meeting shall be given to each director not less than forty-eight hours before the time when the meeting is to be held, but notice of the meeting shall not be necessary if all the directors are present, or if those absent waive notice. The Board may designate certain places, times and days for regular meetings of the Board, which may be held without notice. A meeting of the Board may also be held without notice immediately following the annual meeting of members.

2.16 Meetings by Telephone

A director may participate in meetings of the Board by means of a telephone conference or other communications facility provided that all persons participating in the meeting are able to hear each other. A director participating in the meeting by telephone conference or other communications facility is deemed to be present at the meeting.

2.17 Quorum

A quorum of the Board shall consist of 50 percent of standing Board members (not including board members on leave of absence), plus 1 (one).

2.18 Voting of Directors

At all meetings of the Board, every question shall be decided by a majority of votes, unless otherwise specifically provided for in the Act or these by-laws. Each director has one vote, except for the Chairperson, who will have a casting vote in the event of equality of votes.

2.19 Remuneration

As provided in the letters patent, the directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his or position as a director. A director may be paid reasonable expenses incurred by him in the performance of his or her duties.

2.20 Conflict of Interest

All directors shall apprise themselves of and abide by the conflict of interest guidelines established by the Centre.

2.21 Confidentiality

All Directors shall apprise themselves of and execute the Confidentiality Declaration Form evidencing their obligations under the confidentiality provisions established by the Centre.

3. COMMITTEES

3.1 Executive Committee

The Board shall annually, or more often as may be required, elect from among its number an executive committee consisting of no fewer than four members, consisting of the chairperson, vice-chairperson, secretary and treasurer. The Board may delegate to the executive committee any powers of the Board, subject to restrictions, if any, imposed from time to time by the Board.

3.2 Committees

The Board shall may elect or appoint such other committees as it may deem necessary.

3.3 Procedure

Unless otherwise specified by the Board, each such committee shall have the power to fix its quorum, which in the case of the executive committee shall not be less than a majority of its members, to elect its chairperson and regulate its procedure.

4. OFFICERS

4.1 Appointment

The Board shall appoint an Executive Director whose job description shall be as established by the Board, but he or she shall not be a director. The Board shall appoint a Chairperson, a Vice-Chairperson, Secretary and Treasurer, and such other officers as it may from time to time determine.

4.2 Term of Office

All officers shall hold office during the pleasure of the Board. Officers who are directors shall serve without remuneration. The remuneration, if any, of officers who are not directors shall be such as the Board may from time to time determine or approve.

4.3 Chairperson

There shall be a Chairperson elected by the Board from among its number. The Chairperson shall normally chair meetings of the Board and members, and sign all documents requiring his or her signature. The role of the Chairperson is to assure the integrity of board process including effectiveness of meetings and the Board's adherence to the bylaws and board policies and procedures, as may be amended from time to time. The Chairperson's successor, in cases of temporary absence of the Chairperson, is the Vice-Chairperson, the Treasurer and the Secretary. In the absence of the Chairperson, the terms "Chairperson" shall be construed to apply in due turn to this succession of officers. The Chairperson shall also perform any such other duties as may be determined by the Board of Directors from time to time.

4.4 Vice-Chairperson

The Vice-Chairperson will act in the absence of the Chairperson and shall assume all of the powers and duties of the Chairperson for the duration of such absence. The Vice-Chairperson shall also perform any such other duties as may be determined by the Board of Directors from time to time.

4.5 Secretary

The Secretary, by affixing his/her signature, shall attest formally to the legitimacy of board documents. The secretary also is responsible to the Board for reporting on and noting any inconsistencies of Board actions. The Secretary shall also perform any such other duties as may be determined by the Board of Directors from time to time.

4.6 Treasurer

The treasurer is to perform duties in connection to the finances of the Centre as may be required by the Board of Directors. Duties of the Treasurer will neither lessen nor add to the Executive Director's accountability to (and only to) Board policies on fiscal conditions and budgeting. The Treasurer shall also perform any such other duties as may be determined by the Board of Directors from time to time.

5. INDEMNIFICATION AND INSURANCE

Subject to the law relating to charities, the Centre may indemnify all directors and officers, and their heirs and legal personal representatives, except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or default. This includes paying for any judgment or costs against directors and officers less any costs that result from failing to comply with their duties to the Centre.

Subject to the law relating to charities, the Centre shall purchase and maintain such insurance for the protection of the directors and officers of the Centre, as the Board from time to time determines.

6. MEMBERS

6.1 Voting Members

To be eligible as a voting member of the Centre, a person must

- a) agree to and abide by the objectives of the Centre as set out in the letters patent of the Centre,
- b) have been accepted as a voting member by the Board of Directors,
- c) pay an annual membership fee, as set from time to time by the Board of Directors, and
- d) live or work in the City of Toronto

6.2 Waiting Period

Following acceptance by the Board of Directors, a new voting member shall undergo a waiting period of two months before being entitled to vote at meetings of members.

6.3 Classes of Membership

There shall be two classes of members in the Centre:

- a) Voting members, who shall have the right to
 - (i) vote on matters properly before the membership, and
 - (ii) stand for election to the Board of Directors; and
- b) Honorary members, being members who have no voting rights, but who have been given this honorary status by the Board, in recognition of their contribution to the Centre.

6.4 Resignation

Any member may withdraw from the Centre by delivering to the Centre a written resignation and lodging a copy of the same with the Secretary of the Centre. The resignation takes effect on receipt.

6.5 Termination of Membership

A membership shall be terminated

- a) where a member's membership is terminated by resolution of the Board of Directors, in its discretion, provided the member is given reasonable notice of

the proposed termination and the grounds for same, and the opportunity to attend and make representations to the Board of Directors personally or by agent prior to such decision being made, or

- b) automatically at the commencement of the next annual general meeting following last payment of the annual membership fee, unless renewed at or before that meeting.

7. MEETINGS OF MEMBERS

7.1 Annual Meeting

The annual meeting of the members shall be held any place in City of Toronto and at such time on such day in each year as the Board may determine.

7.2 General Meetings

General meetings of members may be convened by order of the Chairperson of the Board, or by resolution of the Board, to be held at any place within City of Toronto.

7.3 Notice

Members will be notified of a meeting of members through personal communications (e.g. mail or fax) sent at least 10 days prior to the meeting date, and such notice shall include a summary of matters to be considered at the meeting. No error or omission in giving notice of a membership meeting shall invalidate that meeting or any decision made at it.

7.4 Notice of By-law Change

Members will be notified of the actual changes, deletions or additions proposed to the By-laws through personal communications (e.g. mail or fax) sent at least 10 days prior to the meeting date.

7.5 Quorum

There shall be quorum at a meeting of members where 15 (fifteen) voting members are present in person.

7.6 Voting

At all meetings of members, every question shall be decided by a majority of votes unless otherwise specifically provided in the Act or these by-laws.

7.7 Requisitions

Upon the written petition of ten percent of the voting members, the Board shall hold a special membership meeting to deal with any purpose that is connected with the affairs of the Centre and that is not inconsistent with the Act or this by-law.

7.8 Adjournments

A members' meeting may be adjourned and continued at a later time, provided that members are given notice of the subsequent meeting.

8. TRANSACTION OF THE AFFAIRS OF THE CENTRE

8.1 Head Office

Until changed in accordance with the Act, the head office of the Centre shall be in the City of Toronto, in the Province of Ontario.

8.2 Financial Year

The financial year of the Centre shall end on March 31 in each year.

8.3 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Centre by any two members of the executive committee of the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

8.4 Cheques, Drafts, Notes, etc

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers, or person or persons and in the manner and from time to time prescribed by the Board.

8.5 Books and Records

The Board shall see that all necessary books and records of the Centre required by the By-laws of the Centre or by an applicable statute are regularly and properly kept.

8.6 Banking Arrangements

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Centre or any part thereof, with any bank, trust company or other Corporation carrying on a banking business to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- a) operate the Centre's accounts with such banker;

- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c) issue receipts for and order relating to any property of the Centre;
- d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e) authorize any officer of the banker to do any act or thing on the Centre's behalf to facilitate the banking business.

8.7 Custody of Services

All investments of the Centre or documents of title thereto shall be lodged for safekeeping with such chartered bank, trust company or other depository as the Board may from time to time determine. Such investments and documents of title may be registered in the name of nominee or held in bearer form.

8.8 Borrowing

The Board of Directors can:

- a) borrow money on the credit of the Centre;
- b) issue, sell or pledge securities of the Centre; or
- c) use the property of the Centre as security for a loan or payment of a debt.

8.9 Delegation of Authority

The Board of Directors may authorize any Director, officer or employee of the Centre or any other person to:

- a) make arrangements to borrow monies;
- b) to fix the terms and conditions of the loan;
- c) to change those arrangements, terms and conditions as the Directors may authorize; and
- d) generally, to manage, transact and settle the borrowing of money by the Centre.

9. AUDITORS

9.1 Qualifications

The auditor of the Centre shall be an independent chartered accountant or firm of chartered accountants.

9.2 Appointment and Remuneration

The voting members shall at each annual meeting appoint the auditor to audit the accounts of the Centre and 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 by the Board.

10. NOTICES

10.1 Methods of Giving Notice

Any notice (which term includes any communication or document) to be given, 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

- a) if delivered to his or her last address as recorded in the books of the Centre, and shall be deemed to have been given when it is delivered personally, or at the address as aforesaid;
- b) if mailed by prepaid ordinary mail or airmail, and shall be deemed to have been given four days following deposit at a post office or public letter box; or
- c) if sent by any means of transmitted or recorded communications, and shall be deemed to have been given when delivered to the appropriate communication company or agency or its representatives for dispatch.

10.2 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, the date of the meeting or other event shall be included, and the days so specified shall be calendar days.

10.3 Omission and Errors

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

10.4 Waiver of Notice

Any voting member, director, officer or auditor may waive any notice required to be given him under any provision of the Act or the letters patent or the By-laws of the Centre, 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.

11. REPEAL AND TRANSITION

11.1 Repeal and Transition

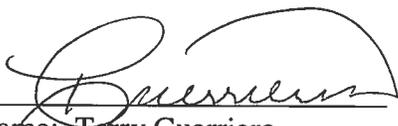
By-law No. 4 of the Centre is repealed. Such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any such by-law shall continue to act as if appointed by the directors under the provisions of this By-law or the Act until their successors are appointed.

PASSED by the Board of Directors at a meeting held on May 26, 2014 .



Name: Rajesh Girdhari
Title: Chair

October 31, 2014



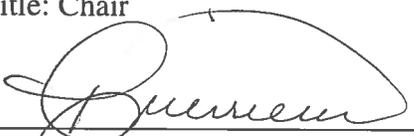
Name: Terry Guerriero
Title: Secretary

CONFIRMED by at least two-thirds of the votes cast at a general meeting of members held on September 17, 2014.



Name: Rajesh Girdhari
Title: Chair

October 31, 2014



Name: Terry Guerriero
Title: Secretary