

# Petawawa MFRC

## Constitution And Bylaws Authority: Board of Directors

BL-2022-001

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## Definitions

Definition	Explanation
Act	The Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended, or re-enacted from time to time.
Annual Meeting of Members	Means the annual meeting of members called each year in accordance with the provisions of the Act;
Articles of Incorporation	Means the articles attached to the certificate of continuance of the Organization, as from time to time amended or restated. Specific information included in the articles include: <ul style="list-style-type: none"> <li>▪ The corporation’s name</li> <li>▪ The corporation’s purpose</li> <li>▪ The address of the corporation’s registered office</li> <li>▪ Classes or groups of members and the voting rights of each class or group (if applicable)</li> </ul>
Board	Means the governing body of a non-profit organization also referred to as Board of Directors.
Bylaws	Means this Bylaw (including the schedules to this Bylaw) and all other Bylaws of the Corporation as amended and which are, from time to time, in force.
CAF Personnel	Refers to a member of the Canadian Armed Forces.
Chair	Means the Chair of the Board.
Consecutive	Means following logical sequence.
Corporation	Means the Corporation that has passed these Bylaws under the Act or that is deemed to have passed these Bylaws under the Act.
Commanding Officer (CO)	Means the Base or Wing Commander who is responsible for the morale and welfare of military families posted to their Base or Wing.
Conflict of Interest	A situation in which an employee has private interests that could improperly influence the performance of their official duties and responsibilities or in which the employee uses their position for personal gain. <ul style="list-style-type: none"> <li>▪ A real conflict of interest exists at the present time.</li> <li>▪ An apparent conflict of interest could be perceived by a reasonable observer to exist, whether it is in the case.</li> <li>▪ A potential conflict of interest could reasonably be foreseen to exist in the future.</li> </ul>
Corporation	Means the corporation that has passed these bylaws under the Act or that is deemed to have passed these bylaws under the Act.
Deemed	Means to consider something as having certain characteristics.
Director	Means the individual volunteer elected to serve on the Board of Directors.
Executive Director	Refers to the most senior paid manager on staff sometimes abbreviated as ED.
Executive Officers of the Board	Are typically the Chair, Vice-Chair, Treasurer, and Secretary of the Board of Directors.

Definition	Explanation
Member	Means an individual whose membership application was approved by the Board of Directors in accordance with the provisions of the bylaw that stipulates criteria for eligibility.
Family Members (Membership)	Means the body of members duly registered and eligible to cast votes at an annual or special general meeting of the members and who are eligible to serve on the Board of Directors (Individuals who is related by birth or marriage or who has been designated by CAF personnel as being a significant person in their life).
Indemnity	Means protection and security against hurt, loss, or damage.
Meeting of Members	Includes an annual meeting of members and a special meeting of members.
Officer	Means an Officer of the Corporation (Chair, Vice Chair, Secretary, Treasurer).
Special Meeting of Members	Includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
Term of Office	The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.
Term (Length of Service)	The length of a Director’s term is two (2) but can be consecutive and in accordance with the ONCA (Section 24(1)) there is no restriction on the number of consecutive terms that a director can serve.
Tortious	Means relating to torts.
Tort	Means wrongful act or injustice for which compensation can be claimed from perpetrators who have a duty of care.
Waiver	Means the act of giving up a claim.

## 1 Introduction

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This document reflects the formal framework the PMFRC Board of Directors has established to fulfill the governance obligations of participants in both the governance and operational leadership positions.

Formally documenting and clarifying the PMFRC governance practices and processes for all governance participants enhances the ability of the agency to meet its governance obligations, defines and guides effective relationships between the Board of Directors, Board Standing Committees, the Executive Director, and other stakeholders, fulfilling the Board of Directors' due diligence, fiduciary, and legal obligations.

### 1.1 Vision

A strong connected military and surrounding community.

### 1.2 Mission

To provide exceptional support to our military families and surrounding community.

### 1.3 Values

Integrity	We adhere to the principles of professionalism, transparency, and ethical conduct.
Community Outreach	We collaborate and cultivate effective relationships and partnerships responsive to the changing needs of our military and surrounding community.
Employee/Client Safety	We ensure an environment that promotes the safety and well-being of our Employees, clients, military, and surrounding community.
Inclusion	We welcome, respect, and accept all members of our diverse military community.

## 2 Affairs of the Organization

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### 2.1 Name

The PMFRC derives its name as a result of formalization under the Military Family Support Program to ensure consistency across Canadian Forces Bases, Wings and Stations.

### 2.2 Authority for Establishment

The PMFRC is established under the authority of Canadian Forces Administrative Order (CFAO) 56-40. It shall be operated in accordance with these authorities and the instructions contained in the Bylaws and amplified in policy statements. The PMFRC is incorporated under Ontario Corporations Act and must be operated in accordance with its provisions.

### 2.3 Head Office

The head office of the PMFRC will be in the town of Petawawa, in the Province of Ontario.

### 2.4 Bylaws

The PMFRC Bylaws are the fundamental principles that govern the PMFRC’s operation. The Bylaws established below guide the PMFRC Board of Directors, hereinafter referred to as the Board, in its governance operations and functions.

### 2.5 Bylaw Number

Bylaw Number: BL-2022-001

A Bylaw relating generally to the regulation of the affairs of the Petawawa Military Family Resource Centre Inc. is hereby enacted as a Bylaw of the Petawawa Military Family Resource Centre Inc (hereinafter called the PMFRC).

### 2.6 Purpose

The following are the purposes for which the PMFRC is organized:

- The provision of services to promote the social well-being of military families posted to Garrison Petawawa.
- To collect funds by way of fees, donation, grants or otherwise and to hold, invest, expend, or deal with the same in furtherance of the above objects of the PMFRC.
- For the further attainment of the above objects, to acquire, accept, solicit, or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property: and to enter and carry out agreements, contracts, and undertakings incidental thereto.
- For the further attainment of the above objects to hold, manage, sell, or convert any of the real or personal property from time to time owned by the PMFRC, and to invest and reinvest any principal in such manner as may from time to time be determined.

- For the further attainment of the above objects to exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations in any company or corporation owned by the PMFRC.
- For the further attainment of the above objects, in connection with any company or corporation in which the PMFRC may at any time hold shares or obligations, to take up the proportion of any increased capital to which as holder of such shares or obligations it may be entitled, and to purchase any additional shares or obligations in such company or corporation: to join in any plan for the reconstruction or reorganization of such company or corporation or for the sale of the assets of such company or corporation or any part thereof, and in pursuance of such plan to accept any shares or obligations in lieu of or in exchange for the shares or obligations held by the PMFRC in such company or corporation, and to enter into any pooling or other agreement in connection with the shares or obligations held by the PMFRC in such company or corporation and in case of sale thereof to give any options considered advisable: and to give consent to the creation of any mortgage, lien or indebtedness by any company or corporation whose shares or obligations are held by the PMFRC.
- For the further attainment of the above objects, to demand, receive, sue for, recover and compel the payment of all sums of money that may become due and payable to the PMFRC, and to apply the said sums for the objects and purposes of the PMFRC, and generally to sue and be sued; for the further attainment of the above objects, to employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary.
- For the further attainment of the above objects, to draw, make, accept, discount, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
- For the further attainment of the above objects, to cause the PMFRC to be registered and recognized in any province or territory of Canada.

## 2.7 Robert's Rules of Order

All meetings of the PMFRC and the Board shall be conducted in accordance with the Parliamentary Procedure as outlined by “Robert’s Rules of Order” insofar as applicable and not inconsistent with the authorization for establishment and the Constitution and Bylaws.

## 2.8 Partnerships

The PMFRC may choose, at the discretion of the Board, to maintain partnerships with other agencies whose mandate is consistent with the mission and vision of the PMFRC.

## 2.9 Seal

The Seal of the Corporation, if any, shall be in the form determined by the Board of Directors. The PMFRC Seal is held with the Deputy Director in a secure cabinet.

The seal of the PMFRC may be affixed (when required) to contracts, documents, and other instruments in writing and signed as aforesaid by any Director or Officer, person, or persons, appointed as aforesaid by resolution of the Board of Directors.

## 2.10 Fiscal Year

The fiscal year for the PMFRC shall be 1 April to 31 March. The accounting records shall be audited within eight (8) weeks of the close of the fiscal year and the audited statements will be presented at the Annual General Meeting (AGM).

## 2.11 Cheques, Drafts and Notes

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Executive Director and one of either:

- Board Chair
- Board Vice-Chair
- Board Secretary
- Board Treasurer

In the event the Executive Director is not available to act as a signing authority, then any two of Executive Members identified above shall sign.

## 2.12 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments shall be signed on behalf of the PMFRC by two persons, among the officers, the Executive Director, and any other Officer created by the Bylaws or by the Board. In addition, the Board or such two persons 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.

## 2.13 Auditors

Auditors may be appointed at the Annual General Meeting. The auditors when appointed shall hold office until the next Annual General Meeting of the members after being appointed or until their successors are appointed, unless previously removed by resolution of the Board of Directors.

## 2.14 Investments

The Board is authorized to manage surplus funds through investments that align with the organization's strategic priorities, values, and ethics. The Board of Directors has delegated the responsibility of management of the PMFRC investments to the Finance Committee, who provides oversight and direction to make or receive investments, of which are considered advisable. Such investments will adhere to low to medium risk ventures that demonstrate an acceptable level of risk to safeguard assets, avoiding all identified high-risk investments.

## 2.15 Borrowing

PMFRC Board of Directors may from time to time:

- Borrow money upon the credit of the PMFRC in such amounts and upon such terms as may be deemed necessary by the Board of Directors
- Limit or increase the amount to be borrowed as reviewed and recommended by the PMFRC Finance Committee
- Issue bonds, debentures, or other securities of the PMFRC, and pledge or sell the same for such sums and at such prices as may be deemed expedient
- Hypothecate, mortgage, pledge or otherwise create security interests in the real or personal property of the PMFRC
- Invest, loan, or otherwise deal with the moneys or other property of the Company not immediately required, in such manner as the Board of Directors may from time to time determine

## 2.16 Reference(s)

- [Not For Profit Corporations Act, 2010, S.O. 2010, c. 15](#)
- [Guide to the Not-for-Profit Corporations Act, 2010](#)
- [Rules for Not-for-Profit and Charitable Corporations](#)



## 3 Membership

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### 3.1 Memberships

The membership of the PMFRC shall consist of the incorporators and such other persons as shall become and be registered members in accordance with the provisions of the Bylaws of the PMFRC.

The following persons are eligible to become registered members of the PMFRC if they are of the age of majority:

- All serving military members including reservists associated with Garrison Petawawa; hereinafter “Military Members”.
- Close family members of a serving military member and/ or veteran member (spouse, partner, sibling, or parent or the same as related by marriage of such an individual), hereinafter “Military Family Members”.
- All veteran military members associated, hereinafter “Veteran Members”.
- Any person considered a PMFRC stakeholder who shares the values and vision of the PMFRC and supports the CAF community and clients PMFRC serves, hereinafter “Civilian Members”.

The members at any general meeting or the directors at any meeting thereof may elect any person to membership in the PMFRC.

### 3.2 Classes of Membership

There shall be two (2) classes of members.

#### 3.2.1 Voting Membership

- Extended to the eligible voting members as defined in [Section 5.1 - Composition](#)
- Voting membership may be suspended to any members with outstanding monies owed to PMFRC.
- Each Military Member is entitled to receive notice of, attend and vote at all Meetings of Members and each military member shall be entitled to one (1) vote at such meetings.

#### 3.2.2 Non-voting membership

- Extended to other members of the Petawawa community hereinafter “Community Members”.
- Each Community Member shall be entitled to receive notice of and attend all Meetings of Members but are not entitled to vote.

### 3.3 Discipline of Directors

The Board shall have authority to suspend or expel any Director from PMFRC for any one or more of the following grounds:

- Violating any provision of the Articles, Bylaws, or written policies of the PMFRC.
- Carrying out any conduct which may be detrimental to the PMFRC as determined by the Board in its sole discretion.
- For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects of the PMFRC.

If the Board determines a Director should be expelled or suspended from membership in the PMFRC, the Board Chair, or such other Officer as may be designated by the Board, shall provide thirty (30) days’ notice of suspension or expulsion to the Director, and shall provide reasons for the proposed suspension or expulsion.

The Director may make written submissions to the Board Chair, or such other Officer as may be designated by the Board, in response to the notice received within such thirty (30) day period.

If no written submissions are received by the Board Chair, the Board Chair, or such other Officer as may be designated by the Board, may proceed to notify the Director that the Director is suspended or expelled from membership in the PMFRC.

If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Director concerning such final decision within thirty (30) days from the date of receipt of the submissions.

The Board's decision shall be final and binding on the Director, without any further right of appeal.

### 3.4 Director's Resignation

Directors may resign at any time by resignation in writing to the Board Chair which shall be effective upon acceptance thereof by the Board of Directors.

Directors posted or relocating outside of the Petawawa Garrison area prior to the end of their Board term may be eligible to remain on the Board of Directors and attend meetings virtually until the following Annual General Meeting whereby their official resignation will take effect.

## 4 Membership Meetings

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### 4.1 Meetings

#### 4.1.1 Annual General Meeting

The AGM shall be held no later than six (6) months after the end of the fiscal year and in any case no later than eighteen (18) months from the date of the last preceding annual meeting for the purpose of:

- Hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting.
- Electing such Directors as are to be elected at the annual meeting.
- Appointing an auditor for the subsequent fiscal year.
- Approving the previous year's audit.
- The transaction of any other business properly brought before the meeting.

At such meetings, the members shall receive reports of Directors, and shall (subject to the provisions of the Bylaw) elect the Board of Directors, elect new Members, receive reports of auditors, appoint auditors, and carry on such other business as may properly come before the meeting.

#### 4.1.2 Special General Meetings

The Board shall have the responsibility to call a Special Meeting of Members at any time necessary or within four (4) weeks of receiving a written request from a minimum of ten (10) eligible voting members.

Discussion at the Special Meeting shall be limited to the purpose outlined in the petition unless a majority of the Members present agree to introduce other agenda items.

#### 4.1.3 Notice of Special General Meetings

Written notice of Special General Meetings stating in general terms any special purpose thereof shall be advertised at least six (6) days prior to the date of the meeting, provided that any annual or special meetings of members may be held at any time or place if all the members of the PMFRC Board are present in person or have signed a written waiver of notice of the time, place, and purpose of the meeting.

## 4.2 Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

The time and place of every Annual General or Special General Meeting shall be given to each member a minimum of fourteen (14) days before the date fixed for the meeting. All notices shall contain the time, place, and proposed business of the meeting, including the text of any special resolution or Bylaw to be considered.

No error or omission in giving notice of any Annual General or Special General Meeting shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice to any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.

## 4.3 Place of Meetings

Meetings of Members shall be held at the registered office of the PMFRC or elsewhere in Petawawa, Ontario if the Board shall so determine.

### 4.3.1 Meetings by other Remote Communications Option

Remote options could include via phone, email, video conference or any other communication options.

Any or all Directors may participate in a meeting of the Board or of a Committee of the Board by any remote communications option that permit all persons participating in the meeting to effectively communicate with one another, as agreed by those Directors present at the meeting. A Director participating in a meeting by such means is deemed to be present at the meeting

## 4.4 Quorum

The quorum for the AGM and the Special General meetings shall be held by a simple majority of those in attendance who are eligible voting Members (Section 34(2) of the ONCA).

## 4.5 Voting

At all Board Meetings, Annual, General, or Special, every motion shall be determined through a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting of each Director present. In case of an equality of votes, the Officer presiding as Chair of the meeting shall have the right to exercise a vesting vote to break the tie.

## 4.6 Meeting Participation (Electronic Means)

All PMFRC members are entitled to be present at a Meeting of Members and may participate in the Meeting of Members. Those members entitled to vote may do so, in accordance with the Act, by means of a telephone, electronic or other communication facility which permits all participants to communicate with each other during the Meeting of Members, enables the votes to be gathered and verified, and permits the counted votes to be presented to the PMFRC without it being possible to identify how each member has voted. The Board may set budgetary limits from time to time affecting the number and cost of attendance by non-voting members. A person participating in a Meeting of Members by electronic means is deemed to be present at the Meeting of Members.

## 4.7 Meeting Held (Electronic Means)

If the directors or the members of the PMFRC call a Meeting of Members, those directors, or members, may determine that the Meeting of Members shall be held, entirely by means of a telephone, electronic or other

communication facility that permits all participants to communicate with each other during the Meeting of Members.

#### 4.8 Votes to Govern

Unless the Act, the Articles or any By-law otherwise provide, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

#### 4.9 Adjournment

The Chair may, with the consent of the Meeting of Members, decide to adjourn the Meeting of Members from time to time and from place to place.

## 5 Board of Directors

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### 5.1 Composition

The affairs of the PMFRC Board shall be managed by the Board of Directors, constituted from the membership of the PMFRC and consisting of a minimum of seven (7) and a maximum of twelve (12) voting Members that may exercise all such powers and do all such acts done by the PMFRC Board expressly directed or required to be done by the PMFRC at the Annual General Meeting of members.

The Board must comprise of at least fifty-one percent (51%) of Military Family Members as defined in Section 4.1 – Memberships. Family members who are also Canadian Armed Forces members will be military representatives and not family representatives.

### 5.2 Structure of the Board

The Board shall consist of the following members:

#### 5.2.1 Executive Committee:

All Executive members of the Board will be referred to as Officers.

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer

#### 5.2.2 Other Directors at large

All other persons elected to the Board of Directors will be referred to as Directors.

#### 5.2.3 Base Commander's Representative

The 4 CDSG Commander shall have the right to appoint a representative (the "Base Commander's Representative") who will have the right to attend and receive notice of all Board of Directors meetings. The Base Commander's Representative is to act as a communication liaison between the PMFRC Board and the military chain of command.

### 5.3 Qualification

A Director must be of majority age and shall be a member in good standing of the PMFRC Board who is not:

- Bankrupt, or owing monies to the PMFRC.
- Anyone declared incapable by a court in Canada or in another country.
- A person convicted of a criminal offence in connection with the promotion, formation, or management of a corporation or convicted of a criminal offence involving fraud.
- Receives remuneration for services performed by the PMFRC.

If a Director acquires the status of bankruptcy, becomes of unsound mind, or is convicted of an offence involving fraud or in connection with the promotion, formation, or management of a corporation, they will cease to be a member of the PMFRC Board, they shall thereupon cease to be a Director.

Directors are required to provide a clean Criminal Record Check and Vulnerable Sector Screening every two years. Each alternating year, Directors are required to sign an Offense Declaration stating they have not had an offence against them during that period.

## 5.4 Duties and Powers of the Board

The Board governs the affairs of the PMFRC and supervises, controls, and directs all its activities. The Board may make or cause to be made for the PMFRC, in its name, any kind of contract which the PMFRC 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 PMFRC is by its Letters Patent or Bylaws authorized to do. Without limiting the generality of the foregoing, the Board may do the following by Resolution:

- Lease property for a certain period to any party upon the authorization of a simple majority vote at a meeting of the Board upon terms and conditions determined by the Board.
- Appoint an Executive Director who shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment or as set out in this Bylaw.
- Terminate the employment of the Executive Director of the PMFRC.

The Board may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the PMFRC as they deem expedient and fit, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of the PMFRC when they shall be confirmed, and failing such confirmation at such Annual General meeting of members, shall at and from that time cease to have any force and effect.

## 5.5 Board Makeup

### 5.5.1 Officers

The Officers of the PMFRC shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer.

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict, or supplement such duties and powers), the Officers of the PMFRC, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith:

### 5.5.2 Chair

The Chair shall preside at all Board meetings, the AGM, and Special Meetings. The Chair shall be charged with ensuring the Board follows its mandate responsibly and is accountable to the Board for all their actions carried out under the auspices of the PMFRC. If the Chair is unavailable, they will appoint any other member to carry out their assigned duties. The Chair is a non-voting Board Member, except in the case of a tie vote.

A complete list of duties can be found in the Board Chair Terms of Reference, which is signed by the Chair at the beginning of their term in office.

### 5.5.3 Vice-Chairperson

The Vice-Chairperson may perform the duties of the Chair in the absence of the Chair and shall assume other responsibilities in accordance with assignments made by the Board.

A complete list of duties can be found in the Board Vice Chairperson Terms of Reference, which is signed by the Vice Chairperson at the beginning of their term in office.

#### 5.5.4 Secretary

The Secretary is responsible for the administrative procedures of the Board and the Ontario Corporations Act.

A complete list of duties can be found in the Board Secretary Terms of Reference, which is signed by the Secretary at the beginning of their term in office.

#### 5.5.5 Treasurer

The Treasurer is responsible for the general administration of funds belonging to the PMFRC, including the methods of bookkeeping and accounting, and shall ensure that full and accurate accounts of all receipts and disbursements of the monthly and annual financial statements are presented to the Board. The Treasurer shall ensure the auditing of the financial statements are presented to the Board and membership, along with an analysis of those statements. In addition, the Treasurer shall ensure the auditing of the financial statements at the close of each fiscal year.

A complete list of duties can be found in the Board Treasurer Terms of Reference, which is signed by the Treasurer at the beginning of their term in office.

#### 5.5.6 Directors

Directors are Board Members at Large currently residing on the Board but do not hold the position of an Officer.

A complete list of duties can be found in the Board Members Terms of Reference, which is signed by Directors, at the beginning of their term in office.

### 5.6 Appointment

Officers shall be Directors and shall be appointed by Board consensus at the first Board meeting held after the Annual General Meeting.

### 5.7 Term of Office

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual general meeting. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

A Director shall hold office for a period of 2 years and is eligible for election or re-election for consecutive terms. As per the ONCA (Section 24(1)) a Director's length of term is restricted to 4 years; however, there is no restriction on the number of terms that a Director can serve.

A Director may return to the Board through the standard election process if they had previously left the board in good standing.

### 5.8 Resignation

A Director or Officer may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent.

### 5.9 Removal

If at any time a Director or Officer is not fulfilling their obligations, it is the responsibility of the Executive Committee to contact the Board member, in person, to discuss the situation and document the matter.

Following the discussion, documentation will be provided to the Board. Should the recommendation for removal be needed, it will be presented to the Board for a final decision. If a special meeting is not called, the Board will outline a plan of action during an in-camera session. A Director or Officer may offer their resignation to the Board at any time.

Any Director or Officer may be removed by the Board whenever, in its judgment, the best interest of the PMFRC will be served.

## 5.10 Consent

Directors and Officers shall have agreed to election in writing prior to the election or at the meeting at which they are elected.

## 5.11 Conflict of Interest

A Director or Officer shall disclose to the PMFRC, if they have any interest in a material contract or transaction in the affairs of the PMFRC and shall recuse themselves.

## 5.12 Vacancy

The office of a Director shall be vacated immediately if:

- The Director resigns office by written notice to the PMFRC, whose resignation shall be effective at the time it is received by the PMFRC or at the time specified in the notice, whichever is later.
- The Director dies or becomes bankrupt.
- The Director is found to be incapable by a court or incapable of managing property under Ontario law.
- At a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

Subject to the Act, any vacancy occurring on the Board by reason of death, resignation or otherwise, may be filled by the remaining Directors for the rest of the unexpired term.

If there is no quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any meeting of Members, the Directors then in office must call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member

## 5.13 Election/Appointment to the Board

### 5.13.1 Elected Members

All Directors shall be elected to the Board by the membership at the AGM or at a Special General Meeting. Board nominees shall be screened in accordance with the volunteer program screening process and through the Recruitment, Nomination and Orientation Standard Operating Procedures. Members of the Board in conjunction with the Chair will be responsible to review all Board nomination applications and conduct interviews with potential candidates prior to the names going forward for election by the membership.

### 5.13.2 Appointed Members

There may be times whereby the board of directors may appoint members to fill vacancies to fill any unexpired portion of any term. The appointed members will follow the election process to be elected at the next Annual General meeting.

### 5.13.3 Former Employees

Former PMFRC employees, including but not limited to Private Home Daycare and Emergency Child Care providers may be nominated to the Board members, provided they have resigned from PMFRC for at least twelve (12) months prior to being nominated.

## 5.14 Board Registry

A Registry shall be maintained by the Secretary in which will be entered the names and addresses of all persons who are or shall be members of the PMFRC Board. The Board Registry shall be made available during regular operational hours to any applicable Member with authority to review the information. In cases where a person resigns or is expelled from the PMFRC Board, that person's name will be removed from the Board Registry and

in case of suspension of any member, a memorandum thereof will be inserted in the Registry during such suspension.

## 6 Board Meetings

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### 6.1 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named.

### 6.2 Special Meetings of the Board

Any member of the Executive Committee may call a Special Meeting of the Board at any time with at least one additional executive committee member present. In the event the Chair and the Vice-Chair are absent, the Directors who are present shall choose a present member to preside at the meeting.

If all the Directors participating in the meeting consent, a meeting of Directors may be held by teleconference or electronic means that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

At any time, the Board may delegate the Executive Committee to carry on the work of the Board.

### 6.3 Notice

Notice of such meetings shall be delivered by telephone or email to each Director no less than forty-eight (48) hours before the meeting is to take place. A Board Meeting may be held, without notice, immediately following the Annual General Meeting of the PMFRC.

No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### 6.4 Quorum

The quorum for meetings of the Board shall be fifty percent (50%) of the voting members of the Board, including either the Chairperson or their designate. A meeting without quorum may continue, but voting will be suspended. A Director may be present in person, or if authorized under this Bylaw, by telephone or video conference or other electronic means. Electronic votes must have a one hundred percent (100%) response rate to be an accepted motion.

If less than a quorum attends a Board meeting and fifteen (15) minutes has lapsed from its start time, Director's present may adjourn the meeting for a period not exceeding one month at any one time without any notice other than by announcement until quorum is established.

### 6.5 Attendance

It is essential Board Members be able and willing to fulfill their duties.

#### 6.5.1 Participation by Phone / Other Communications

A Director may participate in a Board meeting or a committee meeting by means of telephone or video conferencing to permit all persons participating in the meeting to hear each other. A Director participating in such a meeting by such means shall be deemed to be present at that meeting.

### 6.6 Voting

Unless otherwise required by law or by these Bylaws, questions arising at any meeting of Directors shall be decided by a simple majority of those present. All Directors may vote in person, or via teleconference and other



electronic means, on any question. The Chairperson shall be entitled to vote on any question but, in the case of an equality of votes, the Chairperson shall not be entitled to a second or casting vote.

## 6.7 Resolution

A resolution in writing signed by all Directors or signed counterparts of such resolution by all the Directors entitled to vote on that resolution at a meeting of Directors or a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors duly called, constituted, and held. A copy of every such resolution or counterpart thereof shall be kept with the minutes of the proceedings of the Directors or such committee of Directors.

All acts done by any meeting of the Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any such Director or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

## 6.8 Persons Entitled to Attend Open Board Meetings

The only persons entitled to attend a members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Open Board meetings are conducted to provide the public with an opportunity to observe decision-making processes, so the public may gain an understanding of the rationale for plans and decisions. The purpose of this policy is to ensure the appropriate conduct of the Board's business while maintaining accountability to stakeholder groups, the public and media.

Members of the public are permitted to attend open meetings of the Board in accordance with the following parameters:

- There are times when necessary to go to an in-camera Board discussion. This discussion is only open to Board members and invited guests.
- The agenda, minutes and related materials for the in-camera session are only provided to Board members and others who are identified by the Board Chair.

# 7 Committees

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## 7.1 Purpose

Committees may be established by the Board as follows:

- The Board may appoint from their members a managing Director or a Committee of Directors and may delegate to the managing Director or Committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated.
- Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time

## 7.2 Structure, and Membership of Committees

The Board of Directors may from time to time as deemed necessary appoint Committees of such number of Directors and/or members as may be deemed desirable and may prescribe their duties.

The Board has appointed the following standing committees:

- Executive Committee
- Governance Committee
- Development Committee
- Finance Committee

Each standing committee has a complete list of duties that can be found in separate Terms of References that are signed by all Board Members residing on a standing committee.

See the Board Governance Policy for purpose, structure, and responsibilities of each standing committee.

Any appointed Committee may meet for the transaction of Board business, adjourn, and otherwise regulate its meetings as necessary. Unless otherwise determined by the Board, a minimum of two (2) voting board members of a committee will be considered quorum. Questions arising at any meeting of a Committee shall be decided by a majority of votes

## 8 Protection of Directors, Officers, and Others

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### 8.1 Protection of Directors and Officers

No Director, Officer or Committee member of the Organization is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- Complied with the Act and the Corporation's articles and Bylaws
- Exercised their powers and discharged their duties in accordance with the Act

### 8.2 Limitation of Liability

Subject to the requirements of the Act, no Director or Officer of the PMFRC is liable for the acts of any other Director or Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful acts of any person, firm, or corporation dealing with the PMFRC. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for PMFRC, unless the act is fraudulent, dishonest, or done in bad faith.

### 8.3 Insurance

Subject to the Act, the PMFRC shall purchase and maintain insurance for the benefit of any Director or Officer against liabilities, costs, charges, and expenses sustained or incurred by such Director or Officer for failure to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

## 8.4 Indemnity

PMFRC shall indemnify each director or officer, or any former director or officer of the PMFRC (or any person who acts or acted at the PMFRC's request as a director or officer of a body corporate of which the PMFRC is or was a shareholder or creditor) and their heirs and legal representatives, against all costs, charges and expenses, (including an amount paid to settle an action or satisfy a judgment) reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they have been made a party by reason of being or having been a director or officer of the PMFRC or body corporate if:

- They acted honestly and in good faith with a view to the best interest of the PMFRC; and
- In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The PMFRC shall also indemnify such directors or officers who have been substantially successful in the defense of any civil, criminal or administrative action or proceeding to which they made a party by reason of being or having been a director or officer of the PMFRC or body corporate against all costs, charges and expenses reasonably incurred by him in respect of such action or proceeding, if such officer or director is fairly and reasonably entitled to such indemnity.

## 8.5 Conflicts of Interest

The business of the PMFRC shall be carried out without purpose of gain to its members and any profits or other accretions of the PMFRC shall be used in promoting its objectives.

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the PMFRC or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the PMFRC shall make the disclosure required by the Act. Except as provided by the Act, no such Director will attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

### 8.5.1 Disclosure of Conflict (Contracts)

A director or officer of the PMFRC who:

- Is a party to a material contract or proposed material contract with the PMFRC; or
- Is a director or officer of or has a material interest in any body corporate, partnership or association which is a party to a material contract or a proposed material contract with the PMFRC shall disclose the nature and extent of their interest to the directors of the PMFRC in writing or request to have it entered in the minutes of the meetings of directors.

The disclosure required by paragraph 8.5 above shall be made, in the case of a director,

- At the meeting at which a proposed contract is first considered.
- If the director was not then interested in a proposed contract, at the first meeting after they become so interested.
- If the director becomes interested after a contract is made, at the first meeting after they become so interested.
- If a person who is interested in a contract later becomes a director, at the first meeting after they becomes a director.
- If the material contract or proposed material contract is not one which requires the approval of the directors, forthwith after they become aware of the contract or proposed contract.

In the case of an officer,

- Forthwith after they become aware that the contract or proposed contract is considered or has been considered at a meeting of directors.

- If the officer becomes interested after a contract is made, forthwith after they become so interested.
- If a person who is interested in a contract later becomes an officer, forthwith after they become an officer.
- If the material contract or proposed material contract is not one which requires the approval of the directors, forthwith after they become aware of the contract or proposed contract.

Notwithstanding the foregoing, a general notice to the directors of the PMFRC by a director or officer, declaring that they are a director or officer of or has a material interest in a body corporate, partnership or association and is to be regarded as interested in any contract with that body corporate, partnership, or association, is a sufficient declaration of interest in relation to any contract so made.

A director who has an interest in a material contract or proposed material contract with the Company shall not be counted in the quorum, shall not be present and shall not vote at any meeting on any resolution to approve the contract.

A director or officer shall account to the PMFRC for any profit made on a material contract referred to in paragraph 8.5 unless they disclosed their interest in the contract and the contract was approved by the directors. Notwithstanding the foregoing, a director or officer shall not be liable to account to the PMFRC as aforesaid if the contract is confirmed or approved by the majority of the votes at a meeting of the members of the PMFRC and the nature and extent of the director's or officer's interest are declared and disclosed in reasonable detail in the notice calling the meeting.

### 8.5.2 Violations of Conflicts of Interest

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## 8.6 Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the PMFRC for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose authority includes compensation matters and who receives compensation, directly or indirectly, from the PMFRC for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### 8.6.1 Remuneration

A Board member may be reimbursed for all reasonable expenses incurred in carrying out duties on behalf of the PMFRC, based on the guidelines that are approved from time to time by the Board. Board members of the PMFRC shall not profit from their position on the Board or shall not be in receipt of remuneration from the PMFRC.

## 8.7 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the PMFRC if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## 8.8 Limitation

The PMFRC shall not indemnify an individual under Section 4 – Membership unless:

- The individual acted honestly and in good faith with a view to the best interests of the PMFRC, or to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the PMFRC's request, and
- In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

# 9 Dissolution

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## 9.1 Distribution of Assets Upon Dissolution

Upon dissolution of the PMFRC, assets will be distributed as follows:

- Assets acquired with funds from the Department of National Defence will be returned to the Crown
- Assets acquired with funds from the Canadian Forces Morale and Welfare Services will be returned to Military Family Services
- Assets acquired through fundraising and/or user fees will be given to one or more charitable organizations registered in accordance with the Income Tax Act. The choice of organizations is to be at the discretion of the Board.

# 10 Amendments

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## 10.1 Amendment to Constitution and Bylaws

Additions, amendments, or alterations to this Bylaw which will change the name of the Corporation, vary the Letters Patent of the Corporation in any way, or are in respect of delegates as per Section 130 of the Act, shall be made by a majority of the Board, and will not be effective until confirmed by at least two-thirds of the votes cast at a general meeting of the Members duly called for considering the change.

Additions, amendments or alteration to this Bylaw or Constitution that do not change the name of the Corporation nor vary the Letters Patent of the Corporation in any way shall be made by a majority of the Board. Any such changes will only remain in force until the next Annual General Meeting, and, to remain in force thereafter, the changes must be confirmed by Resolution of the Voting Members in attendance at that meeting.

## 10.2 Effective Date

These Bylaws shall come into force when confirmed by the members in accordance with the Act.

## 10.3 Repeal

All previous Bylaws are repealed as of the coming into force of these Bylaws. Such repeal shall not affect the previous operation of any Bylaw 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, or the validity of any articles (as defined in the Act) or predecessor charter documents of the PMFRC obtained pursuant to, any such Bylaw prior to its repeal. All officers and persons acting under any Bylaw so repealed shall continue

to act as if appointed under the provisions of these Bylaws and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed Bylaw shall continue to be good and valid except to the extent inconsistent with these Bylaws and until amended or repealed.

Bylaws Reviewed by Board	Board Meeting Date	Bylaws Approved at AGM	Board Motion Number
7 September 2022 Regular Board Meeting	7 September 2022	21 September 2022	BOD-2022- 20

10.4 Authorization:

Enacted this 21<sup>st</sup> day of September 2022.

Confirmed by the Members of the PMFRC on the 21<sup>st</sup> day of September 2022.

Petawawa Military Family Resource Centre Inc.

Signature:

Andrea Davies

Board Chair Name

*Vike*  


Signature

Oct-3, 2022

Date