

## **Blooming Boulevards**

### **By-law #2**

A by-law relating generally to the business and affairs  
of Blooming Boulevards (the “**Corporation**”)

Section 1 Definitions and Interpretation	2
Section 2 Repeal of Prior By-laws	2
Section 3 Registered Office	2
Section 4 Membership	3
Section 5 Meeting of Members	3
Section 6 Board of Directors	4
Section 7 Meetings of the Board	5
Section 8 Conflict of Interest	6
Section 9 Committees	6
Section 10 Officers	6
Section 11 Directors and Officers Indemnity	7
Section 12 Financial Year & Statements	8
Section 13 Notices	8
Section 14 Amendments	9
Schedule ‘A’ Discipline of Members	10

## **Section 1 Definitions and Interpretation**

(1) In this By-law:

“**Act**” means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 including the Regulations made pursuant to the Act, as amended or re-enacted from time to time;

“**Annual Meeting**” means the Annual Meeting of the Members of the Corporation as provided under the Act;

“**Articles**” means the articles of amendment, continuance, or amalgamation of the Corporation as amended or restated from time to time;

“**Board**” means the Board of Directors of the Corporation;

“**Corporation**” means Blooming Boulevards, a corporation existing under the Act;

“**Director**” means a director of the Corporation;

“**Extraordinary Resolution**” means a resolution passed by eighty percent (80%) of the votes cast thereon or consented to in writing by all Members entitled to vote thereon.

“**Member**” means a member of the Corporation;

“**Officer**” means the holder of an office as defined in Section 10 of this By-law;

“**Ordinary Resolution**” means a resolution passed by a majority of the votes cast thereon or consented to in writing by all Members or Directors entitled to vote thereon;

“**Special Resolution**” means a resolution passed by two thirds ( $\frac{2}{3}$ ) of the votes cast thereon or consented to in writing by all Members entitled to vote thereon.

(2) In the interpretation of this By-law, words in the singular include the plural and vice-versa and words in one gender include all genders. Other than as specified, words and expressions defined in the Act have the same meanings when used in this By-law.

## **Section 2 Repeal of Prior By-laws**

All prior by-laws of the Corporation are repealed from and after the coming into force of this By-law and all prior resolutions or other enactments of the Corporation that are inconsistent with this By-law are hereby repealed.

## **Section 3 Registered Office**

The registered office of the Corporation shall be located at:

1295 Mineola Gardens  
Mississauga, Ontario  
L5G 3Y5

## BLOOMING BOULEVARDS BY-LAW #2

The Members may, by Special Resolution, from time to time change the municipality or geographic township within Ontario in which the registered office is located. The Directors may by resolution from time to time change the location of the registered office within such municipality or geographic township.

### **Section 4      Membership**

- (1) Subject to the Articles, there shall be one class of members that shall be open to any individual who has reached the age of majority, who supports the aims and purposes of the Corporation, agrees to be bound by the Corporation's Code of Conduct and whose application for membership has been accepted by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members.
- (2) Membership in the Corporation shall be non-transferable and shall cease upon resignation or death of the member or their membership being terminated in accordance with this By-law.
- (3) Membership in the Corporation may be withdrawn by resignation in writing to the Secretary at any time but shall not give rise to any obligation to refund any such membership fees as may have been paid. The Board may deem a Member to have resigned upon non-payment of such membership fees as may be payable.
- (4) The Board shall deal with all matters relating to the discipline of Members, including termination of membership, in accordance with **Schedule 'A'**.

### **Section 5      Meeting of Members**

- (1) A special meeting of the Members may be called by the Chair of the Board or the Board itself or by requisition of the Members in accordance with **s.60 (1)** of the Act.
- (2) An Annual Meeting of Members will be called by the Directors within 15 months of the preceding annual meeting. Such meeting will include consideration of the financial statements, consideration of the audit or review engagement report, the election of Directors to fill vacancies on the Board and reappointment of the auditor or person appointed to conduct a review engagement. All other business at the meeting and at any other meeting of Members will be considered as special business.
- (3) The Members may, in accordance with **s.76 (1)** of the Act, pass an extraordinary resolution to determine the nature of the audit or financial review engagement, if any, that will be held in respect of the Corporation's financial year.

## BLOOMING BOULEVARDS BY-LAW #2

- (4) Any Member who wishes to nominate an individual for election as a Director from the floor of the meeting must provide ten (10) days notice to the Secretary.
- (5) Meetings of Members shall be held at such place within Ontario as as the Board may determine or, in the absence of such determination, at the Registered Office. Alternatively, the Board may decide that a meeting of Members may be held entirely by electronic means.
- (6) Quorum for a meeting of Members shall be ten percent (10%) of the Members entitled to vote at a meeting.
- (7) Voting at a meeting of Members shall be by show of hands or by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting by show of hands, subject only to a Member demanding a ballot. At all meetings of Members, a majority of the votes cast, unless otherwise required by these By-laws or the Act, shall decide every issue. In the event of a tied vote, the motion shall fail.
- (8) Notice of the time and place of a meeting of Members shall, subject to the Act, be given to each Member and to the auditor or person appointed to conduct a review engagement in accordance with s.13 Notices of this By-law, during a period of not less than ten (10) and not more than fifty (50) days before the day on which the meeting is to be held, provided always that notice may be waived or the time abridged with the consent in writing of the person entitled thereto.
- (9) Such notice shall include information on any special business to be conducted at the meeting in sufficient detail to allow each Member to make a reasoned decision on such business.

### **Section 6 Board of Directors**

- (1) Subject to the Act, the Articles and this By-law, the Board shall manage or supervise the management of the Corporation and its activities and affairs. The Board shall consist of eight (8) Directors unless otherwise determined from time to time by the Board but at all times the number shall be within the range set out in the Articles.
- (2) The Board may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next Annual Meeting of Members but the total number so appointed may not exceed one-third ( $\frac{1}{3}$ ) of the number of Directors elected at the previous Annual Meeting.
- (3) Candidates for election or appointment to the Board shall be Members of the Corporation.

## BLOOMING BOULEVARDS BY-LAW #2

- (4) Each Director shall be elected for a term of three (3) years. Those persons previously elected or appointed as Directors or individuals deemed to be Directors upon the coming into force of this By-law shall serve the remainder of the term to which they were elected or appointed. No individual that has served three (3) terms, either consecutively or separately, as a Director shall be eligible for re-election or appointment.
- (5) Excepting those who are re-elected or reappointed with no break in their term of office, an individual who is elected or appointed to hold office as a Director is not a director – and is not deemed to have been elected or appointed as a director – unless the individual consents in writing to hold office as a Director before or within ten (10) days after the election or appointment.
- (6) No employee or staff member of the Corporation shall be eligible for election or appointment to the Board.
- (7) A Director may resign at any time by giving notice in writing to the Corporation. If a Director resigns their membership in the Corporation while in office, they shall be deemed to have resigned as a Director.
- (8) In accordance with the Act, Members may, by Ordinary Resolution, remove a Director from office at a Special Meeting called for that purpose. Any Director that is absent from three (3) Board meetings within a twelve (12) month period, without an explanation satisfactory to the Board, may be deemed to have resigned.
- (9) Subject to the Act, a quorum of the Board may fill a vacancy on the Board, except:
  - (i) a vacancy arising from an increase in the number of Directors; or
  - (ii) a failure of the Members to elect the minimum number of Directors provided for in the Articles

### **Section 7 Meetings of the Board**

- (1) The Board shall meet a minimum of six (6) times per year and never more than ninety (90) days after the previous meeting.
- (2) Quorum for a meeting of the Board shall be sixty percent (60%) of the Directors then in office.
- (3) Meetings of the Board may take place entirely by electronic means provided that all participants can communicate with each other simultaneously and instantaneously.
- (4) At any meeting of the Board, every question shall be determined by a majority of the votes cast on such question, unless otherwise required by the Act, the Articles or this By-law.

- (5) Notice of a meeting stating the time and, if applicable, place shall be given in the manner provided for in **s.13 Notices** to every Director no less than twenty four (24) hours prior. Notice of a meeting shall not be necessary if all of the Directors are present and none objects to the holding of the meeting or if those absent have waived notice of the meeting or otherwise signified their consent to the holding of the meeting.

### **Section 8 Conflict of Interest**

A Director who is in any way directly or indirectly:

- (a) a party to an actual or proposed material contract or transaction with the Corporation or
- (b) a director or officer of, or has a material interest in, any party to an actual or proposed material contract or transaction with the Corporation

shall make the disclosure required by **s.41** of the Act. Except as provided by the Act, no such Director shall 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.

### **Section 9 Committees**

The Board shall establish and maintain such committees and other groups as it deems advisable to assist and advise it with such mandates and terms of reference as it may choose.

### **Section 10 Officers**

- (1) Unless otherwise specified by the Board, which may, subject to the Act, modify, restrict or supplement such duties and powers, the Officers of the Corporation shall have the following duties and powers associated with their positions:
- (a) **Chair of the Board** – The Chair of the Board shall be elected by the Board from among their number. The Chair of the Board shall, when present, preside over all meetings of the Board and Members and shall be responsible to the Board for the coordination of all the activities and affairs of the Corporation and all matters affecting the Corporation.
  - (b) **Secretary** – The Secretary shall be elected or appointed by the Board. The Secretary will act as the secretary of all meetings of the Board and Members and have responsibility for ensuring all meetings of committees of the Board are properly minuted and recorded. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor or person appointed to

conduct a review engagement and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (c) **Treasurer** – The Treasurer shall be elected or appointed by the Board. The Treasurer shall be responsible for advising the Board on all financial matters, including: overseeing the development and maintenance of such accounting and reporting systems and such control systems, policies and practices as are appropriate for the effective monitoring and management of the Corporation’s finances and physical assets; recommending investment policies; liaising with the auditor or person conducting a review engagement; and all governmental financial reporting requirements. In the event that a Finance Committee is struck, the Treasurer shall act as Chair.
  - (d) **Executive Director** – The Executive Director, if appointed, shall have responsibility for the day-to-day management of the Corporation; for its operations; for its staff; and for the implementation of such plans and policies as the Board may determine. The Executive Director shall report to the Board through the Chair and will act as advisor and counsel to the Board on all regulatory and administrative matters that may impact the efficient and effective operation of the Corporation and the implementation of such plans and policies.
- (2) Each Officer, except the Executive Director, shall be elected or appointed for a term of one (1) year after which they may be eligible for re-election or reappointment. All Officers, except the Executive Director, shall serve without remuneration.

#### **Section 11 Directors and Officers Indemnity**

- (1) Subject to the limitations contained in the Act, the Corporation shall indemnify a member of the Board of Directors or Officer or a former member of the Board of Directors or Officer or an individual who acted in that capacity at the request of the Corporation 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 are made a party by reason of that association with the Corporation if the individual:
- (a) was not judged by a court or other competent authority to have committed any fault or have omitted to do anything that the individual ought to have done;
  - (b) they acted honestly and in good faith with a view to the best interests of the Corporation; and
  - (c) in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

## BLOOMING BOULEVARDS BY-LAW #2

The Corporation shall also indemnify such person in such other circumstances, as the Act does not preclude.

- (2) A Director or Officer who is seeking to be indemnified must provide prompt notice to the Corporation regarding the existence of a claim or other potential liability as well as full disclosure regarding the events giving rise to the claim and if a legal action is involved, such Director or Officer must give the Corporation the opportunity to participate in the defense.
- (3) Subject to the *Charities Accounting Act, R.S.O. 1990, c. C.10* and regulations made under it, the Corporation shall purchase and maintain such insurance for the benefit of its Directors, Officers or other persons acting on behalf of the Corporation as the Board may from time to time determine.

### **Section 12 Financial Year & Statements**

- (1) The financial year of the Corporation shall end on December 31st each year unless otherwise determined by resolution of the Board. The Corporation shall provide copies of the annual financial statements, as approved by the Board, and the report of the auditor or person conducting a review engagement not less than ten (10) business days prior to the Annual Meeting to those members that have informed the Corporation that they wish to receive copies of the documents.
- (2) The Members shall at each Annual Meeting appoint a chartered professional accountant to audit the accounts of the Corporation or to conduct a review engagement and to hold office until the next Annual Meeting, provided that Directors may fill any casual vacancy in that position. The remuneration of the accountant shall be fixed from time to time by the Board.

### **Section 13 Notices**

- (1) Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.



BLOOMING BOULEVARDS BY-LAW #2

- (2) The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- (3) Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**Section 14 Amendments**

- (1) The Board may, by resolution, amend or repeal any by-law and may make any by-law not contrary to the Act or the Articles except in respect of:
  - (a) transfer of membership;
  - (d) the manner of giving notice to Members entitled to vote at a meeting of Members;
  - (e) the method of voting by Members not in attendance at a meeting of Members.

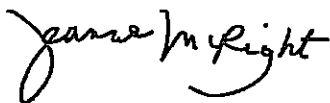
The Board shall submit the by-law, amendment or repeal to the Members at the next meeting of Members and the Members may confirm, reject or amend the by-law by Ordinary Resolution.

- (2) The Members may, from time to time, amend this By-law by Ordinary Resolution.
- (3) Subject to s.103 of the Act, changes to the Articles of the Corporation require a Special Resolution of the Members.

Enacted by the Board on: October 4, 2023

Confirmed by Special Resolution of the Membership on: November 16, 2023

Chair:



Secretary:



**Schedule 'A' Discipline of Members**

- (1) The Board shall have the authority to suspend or expel any Member for any one or more of the following grounds:
  - (a) violating any provision of the articles or by-laws of the Corporation;
  - (b) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
  - (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.
  
- (2) If the Board determines that a Member should be suspended or expelled from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide 21 days' notice of the suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. During that period the Member will be suspended and, as such, may not participate in any activity or meeting of the Corporation unless expressly permitted to do so by the Board, in writing. The Member may make a written submission to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such 21-day period. If no written submission is received, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Schedule 'A', the Board will consider such submission in arriving at a final decision and shall notify the Member concerning such final decision within a further 21 days from the date of receipt of the submission, during which period the Member will remain suspended.. The Board's decision shall be final and binding on the Member without any further right of appeal.