

FXX: FRIENDS OF X ... X ...

BYLAW #1

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FXX: FRIENDS OF X ... X ...

BYLAW #1

**PART I - PURPOSE OF BYLAW, LOCATION OF HEAD OFFICE,
AND PURPOSES OF CORPORATION**

1.01 - Purpose of Bylaw

This bylaw relates generally to the transaction of the affairs of FXX, a non-profit Corporation without share capital incorporated under the Ontario Corporations Act

(Ontario Corporation) on [date] 2.....

1.02 - Head Office

The Head Office of the Corporation shall be in the City of, County of, in the Province of Ontario. The directors may, from time to time, determine the specific location of the Head Office.

1.03– Purposes of Corporation

The general purpose of FXX is to be an Aroha entity for personal empowerment and support of XX, a person with significant disabilities who has asked his friends to help him to manage the supports and services he needs. The specific objects of FXX are:

- (a) to support XX to understand the main factors that affect his life and well-being. to respond to the initiatives he expresses, and to use a Supported Decision-Making Agreement to ensure his needs and wishes are heeded
- (b) to ensure that XX has support workers and friends who understands how he copes with severe disorders and who respect the alternative and augmentative ways in which he communicates
- (c) to receive and manage funding for which XX is eligible, including income support dollars and disability support dollars from Government
- (d) to receive and manage funds from family trusts or any other special grants made to XX
- (e) to make contracts with and pay employees, independent service providers and consultants XX may need to develop his abilities and cope with his disabilities
- (f) to act as the employer of record, including relating to federal, provincial and municipal government agencies, as required
- (g) to own or rent property to serve as XX's principal residence
- (h) to make contracts with tenants or homesharers who may live in XX's residence and provide him with support or companionship
- (i) to monitor the quality of all supports and services provided to XX
- (j) to advocate for additional supports and resources should they become necessary
- (k) to monitor legislation and policies which affect XX; and to assist in developing services and legislation and policies which affect XX
- (l) to contract with agencies or individuals who may provide ancillary services to the Corporation

(m) to develop sources of income as may from time to time be appropriate, including without limiting the foregoing, carrying on such business or other activities as are incidental to the foregoing purposes

(n) to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Corporation.

PART II - DEFINITIONS

In this bylaw and any other bylaws of the Corporation, the following words, unless the context requires otherwise, shall have the following meaning:

"FXX" means FRIENDS OF X... X...

"Corporation" means FRIENDS OF X... X...

"Act" means the Corporations Act of Ontario as amended or substituted from time to time;

"Letters Patent" means the Letters Patent incorporating FXX and any supplementary letters patent;

"Regulations" means the Regulations made under the Act as from time to time amended;

"Bylaw" means any bylaw of FXX from time to time in force and effect;

"Board" means the Board of Directors of the Corporation acting as a quorum as authorized by the constitution and these by-laws;

"Board resolution" means

i. a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such a meeting; or

ii. a resolution that has been submitted to all the directors and consented to in writing by 75 % of the directors who would have been entitled to vote on it in person at a meeting of the Board;

"Directors" means those persons who have become either appointed, elected, first or replacement directors in accordance with these bylaws and have not ceased to be directors;

"Executive" means the Executive Officers of the Corporation as defined in Part VI of this by-law;

"Member" means any person who becomes a member of the Corporation in accordance with the requirements of Part III of this by-law. Where "member" is used in this by-law, it shall be deemed to mean a member of the Corporation;

"Signing Officer" means, in relation to any instrument, any person authorized to sign on behalf of the Corporation pursuant to Part VII of this by-law;

Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART III - MEMBERSHIP

3.01 - Eligibility for Membership

Members of the Corporation are the applicants for incorporation of the Corporation, and those persons who support the purposes of the Corporation and are approved by the board. The board may create two classes of members: voting directors who serve on the Board of FXX and supporting members who are kept informed and may support XX's good life through their interests and connections with the community.

3.02 - Voting Rights

Only directors have voting rights.

3.03 - Membership Records

Every member shall furnish to the Corporation the address of his or her usual residence or place of business or an address to which all notices intended for the member shall be mailed or delivered.

3.04 - Protection of Members

No member of the Corporation shall, in his or her individual capacity, be liable for any debt or liability of the Corporation beyond the amount of any subscription, dues or fees payable by him or her to the Corporation.

PART IV - MEETINGS

4.01 - Annual General Meeting

The first annual general meeting of the Corporation shall be held no later than 18 months after incorporation. Subsequent meetings must be held at least one time per calendar year, and in no event more than fifteen months since the previous annual meeting. The following business shall be conducted at the annual general meeting, which shall also be an occasion to share information with the supporting members.

- (a) receiving and approving minutes of any previous annual general meeting;
- (b) receiving and approving financial reports and any other reports;
- (c) electing Board of Directors;
- (d) appointment of auditors and authorizing the Board to fix the remuneration of the auditor;

(e) and any other business that may be properly brought before the meeting.

PART V - BOARD OF DIRECTORS

5.01 - Powers of Directors

The Board of Directors shall be responsible for:

- (a) the overall direction of the Corporation;
- (b) developing and approving policies of the Corporation; and
- (c) managing and directing the affairs and property of the Corporation.

The directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, Letters Patent or otherwise, unless the directors are restricted by law or by the members from exercising those powers.

5.02 - Number of Directors

The Board shall endeavour to ensure that there are at least five (5) elected directors of the Corporation, and in any event there shall be no more than eight (8) elected directors. XX shall be a director and both his mother and father may be directors.

5.03 – Qualifications

- (a) Every director shall unreservedly subscribe to and support the purposes of the Corporation, and understand and respect XX's life plan and priorities.
- (b) A director shall be at least eighteen (18) years of age.
- (c) As far as possible, the Corporation will seek to elect directors representing people of various ages and talents.

5.04 - Term of Office

- (a) A director shall be elected for a two (2) year term and may sit on the Board of Directors for a maximum of eight (8) consecutive years. An individual who has served on the Board of Directors for the maximum number of consecutive years shall be eligible for re-election to the Board on the same terms and conditions after a one (1) year absence.
- (b) Every director and officer shall retire from office at the close of the annual general meeting in the year in which his term expires; but if no successor is elected or appointed and the result is that the number of directors would fall below three, the person previously elected or appointed as director continues to hold office until such time as successor directors are elected or appointed.

5.05 - Termination of Office

(a) The office of a director shall be terminated upon the occurrence of one of the following events:

(i) if the director fails to maintain the qualifications specified in Article 5.03;

(ii) if by notice in writing to the Corporation, the director resigns his or her office and such resignation is accepted by the Board by a simple majority vote

(b) The office of a director may be terminated by resolution of the Board if the director is absent for four (4) consecutive complete meetings of the Board of Directors.

5.06 - Vacancies

If a vacancy occurs on the Board, the remaining directors, if constituting a quorum, may appoint a qualified person to fill the vacancy

5.07 - Quorum

A quorum for a meeting of the Board of Directors shall be three (3) of the directors.

5.08 - Meetings of the Directors

(a) Meetings of the Board may be called by the president, vice-president, the secretary or any two (2) members of the Board.

(b) No formal notice of any meeting of the Board shall be necessary if all the elected directors are present or if those absent have indicated their consent to the meeting being held in their absence.

(c) The Board may appoint a day or days in the month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of directors may also take place without notice immediately after an annual general meeting.

(d) No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

(e) The president or, in his or her absence, the vice-president shall chair any meeting of the Board. If no such officer is present, the directors shall choose one of their number to chair the meeting. The Board may appoint a recording secretary, who is not a director, and who shall have no right to vote, to take the minutes of its meetings. Otherwise, the secretary of the Corporation shall act as secretary of the Board of Directors.

5.09 - Procedure and Votes to Govern

(a) Directors of the Board shall conduct business according to the principles of consensus decision-making, trying to reach agreement on all issues. It is important that XX understand and agree to all decisions

(b) A director shall not participate in the discussion or vote on a motion or resolution with which he or she has a conflict of interest.

5.10 - Remuneration of Directors

The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profits from his or her position as director. A director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

PART VI - OFFICERS

6.01 - Number of Officers

The officers of the Corporation shall be the president, vice-president, secretary, treasurer and past president. The positions of secretary and treasurer may be combined into one position where the directors consider it appropriate. Together these officers constitute the executive of the Corporation.

6.02 - Election and Term of Officers

The officers shall be elected by Board of Directors from amongst themselves each year at the first meeting of the Board of Directors following the annual general meeting. The officers shall serve until the next annual general meeting or until he or she resigns in writing or is removed from office by resolution of the Board of Directors.

6.03 - Vacancies

If a vacancy occurs in any office, the Board, at its next meeting, may appoint a qualified person to fill the vacancy for the remainder of the term.

6.04 - Duties of Officers

The officers of the Corporation shall have the following duties:

(a) President - chair all meetings of the Corporation and of the Board, when present in person and able; have general supervision of the affairs of the Corporation; sign all by-laws and execute any documents as may be required by these by-laws; perform any other duties which the Board may, from time to time, assign;

(b) Vice-President - exercise any or all the duties of the president in the absence of the president or if the president is unable for any reason to perform those duties; and perform any other duties which the Board may, from time to time, assign;

(c) Secretary - keep and maintain the records and books of the Corporation, including the registry of officers and directors, the registry of members, the minutes of the annual general meetings or special meetings and meetings of the Board, the by-laws and resolutions; have custody of the corporate seal; certify copies of any record, registry, by-law, resolution or minute; give notice as required for the annual general meeting, special meetings and meetings of the Board of Directors; and perform any other duties which the Board may, from time to time, assign; and

(d) Treasurer - keep and maintain the financial records and books of the Corporation; sign cheques or other documents as may be required under these by-laws; assist the auditor in the preparation of the financial statements of the Corporation; and perform any other duties which the Board may, from time to time, assign.

PART VII - BUSINESS OF THE CORPORATION

7.01 - Fiscal Year

The fiscal year of the Corporation shall end on March 31st of each year.

7.02 - Signing Officers

The Corporation shall have a minimum of three (3) signing officers who are Board members and one (1) of whom shall be the treasurer of the Corporation. In addition, the Board may appoint, as it sees fit, additional signing officers who are not directors. All contracts, obligations, transfers, cheques and other corporate documents may be signed on behalf of the Corporation by any two (2) officers, one of whom must be a director of the Corporation.

7.03 - Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies, or other financial institutions as may, from time to time, be designated by or under the authority of the Board. Any banking business shall be transacted with such agreements, instructions and delegations of power as the Board may, from time to time, prescribe or authorize.

7.04 - Auditors

This part applies only when the Corporation is required or has resolved to have an auditor.

(a) The first auditor shall be appointed by the Board which shall also fill any vacancy occurring in the office of auditor.

(b) At each annual general meeting, members of the Corporation shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next following annual general meeting.

(c) An auditor may be removed and shall be promptly informed in writing of his appointment or removal. The Board shall appoint auditors for the Corporation to hold office during the next year following or until successors are appointed.

(d) No director or employee of the Corporation shall be auditor.

(e) The auditor may attend general meetings.

(f) The Board may choose to appoint an Audit Committee consisting of two or more members of the Corporation who are not either directors or employees.

7.05 - Borrowing Powers

In order to carry out its objects, the Board may, on behalf of and in the name of the Corporation, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, in particular, but without limiting the foregoing, by the issue of debentures.

7.06 - Agents and Employees

The Board may appoint any agents and retain any employees that it considers necessary. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board. The remuneration for any agents or employees shall be approved by the Board by resolution.

PART VIII - INDEMNIFICATION

The Corporation shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

(a) all costs, charges and expenses whatsoever that he or she sustains or incurs or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and

(b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses that are occasioned by his or her wilful neglect or default.

The Corporation may purchase and maintain insurance for the benefit of any or all directors, officers, employees or agent against personal liability incurred by any such person as a director, officer, employee or agent.

PART IX - ENACTMENT AND AMENDMENT OF BYLAWS

(a) Bylaws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

(b) Subject to the provisions of Sections 9 (c) and 9 (d) hereof, all prior bylaws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

(c) The provisions of Section (b) shall not extend to any bylaw or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

(d) Provided however that the repeal of prior bylaws, resolutions or other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed bylaw, resolution or other enactment.

PART X - DISSOLUTION

10.01 - Requirements for Dissolution

The Corporation is expected to last for the lifetime of XX. The organization may be dissolved following four-fifths (4/5ths) vote of the votes cast by members at a meeting called specifically to consider a motion of dissolution. The membership shall receive sixty (60) days prior notice of any meeting to consider a motion of dissolution stating the purpose of the motion and the specific date, time and place of the meeting

10.02 - Winding Up and Disposition of Assets

Upon dissolution of the Corporation, any asset remaining after the payment and satisfaction of the debts and liabilities shall be transferred to an organization or organizations having cognate or similar objects which carry on their work solely in Canada.

PART XI - EFFECTIVE DATE

This bylaw shall come into force without further formality upon its enactment.

PASSED by the Board of Directors and sealed with the corporate seal this day

of , 20....