

SCHEDULE "A"

BY-LAW NO. 2

OF

CALEDON MEALS ON WHEELS

The general by-law of Caledon Meals on Wheels ("By-Law No. 1") and any amendments thereto are hereby repealed in their entirety and the following is substituted therefor:

GENERAL BY-LAW NO. 1

being a by-law relating generally
to the conduct of the affairs of

CALEDON MEALS ON WHEELS

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BE IT ENACTED as a by-law of Caledon Meals on Wheels (hereinafter called the "Corporation") as follows:

SECTION ONE
INTERPRETATION

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

- (a) “Act” means the *Corporations Act* (Ontario) and any act that may be substituted therefor, as from time to time amended.
- (b) “Board” means the board of directors of the Corporation.
- (c) “By-laws” means this by-law and all other by-laws and special by-laws of the Corporation, as from time to time amended and supplemented by supplementary letters patent.
- (d) “Letters Patent” means the letters patent of the Corporation, as from time to time amended and supplemented by supplementary letters patent.
- (e) “Meeting of Members” means an annual or general or special general meeting of members.
- (f) “Recorded Address” means, in the case of a member, his address as recorded in the register of members and, in the case of a director, officer or auditor of the Corporation, or any other person, his address as recorded in the records of the Corporation (and where no address is so recorded, then the last address of such director, officer or auditor known to the Secretary of the Corporation).
- (g) “Signing Officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 2.06 of this by-law or by a resolution passed pursuant thereto.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.

1.02 General. In this by-law and all other by-laws and resolutions of the Corporation, the word “person” shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies and other legal entities and words importing the singular number or the masculine gender shall, unless the context otherwise requires, include the plural or the feminine or neuter genders, as the case may be, and vice versa.

SECTION TWO
BUSINESS OF THE CORPORATION

2.01 Head Office. Subject to change by special resolution, the head office of the Corporation shall be situate in the Town of Caledon, in the Province of Ontario, and at such place therein as the Board shall from time to time by resolution determine. The Board may establish such other offices as the affairs of the Corporation may require.

2.02 Corporate Seal. The seal, an impression whereof is imprinted in the margin hereof, shall be the corporate seal of the Corporation.

2.03 Financial Year. Unless otherwise ordered by the Board, the financial year of the Corporation shall terminate on the 31st day of March in each year.

2.04 Banking Arrangements. The banking business of the Corporation, or any part thereof, shall be transacted with such bank or banks or trust company or trust companies as the Board may by resolution from time to time determine. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such officer(s) and/or other person(s) as the Board may by resolution from time to time determine.

2.05 Voting Shares and Securities in other Companies. All of the shares or other securities carrying voting rights of any other company or companies held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture stockholders or holders of other securities (as the case may be) of such other company or companies and in such manner and by such person or persons as the Board shall from time to time determine. Notwithstanding the foregoing, the proper signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidences of the right to vote in such names as they determine without the necessity of a resolution or other action by the board.

2.06 Execution of Instruments. Contracts, documents, or instruments in writing requiring the signature of the Corporation may be signed by any two officers or directors or one officer and one director, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or other persons to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally or specific contracts, documents or instruments in writing.

The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing as aforesaid.

The term “contracts, documents, or instruments in writing” as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, the Secretary together with the Treasurer shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign (under the seal of the Corporation or otherwise) and deliver all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

SECTION THREE **MEMBERS**

3.01 Members. The members shall consist of directors and individuals who are volunteers identified by the Board and other individuals and such corporations, partnerships and other legal entities as are admitted from time to time upon application to the Board.

3.02 Honorary Members. The Board may from time to time confer Honorary Member status upon any person for such period of time as it shall deem appropriate, but any person so designated shall not be deemed to be a member of the Corporation.

3.03 Qualification for Membership. The Board may from time to time by resolution prescribe such forms of application for membership as it shall deem appropriate in the circumstances. No individual, corporation, partnership or other legal entity shall be admitted as a member of the Corporation unless his or its admission has the prior approval of Board.

3.04 Non-Transferability of Membership. Membership in the Corporation is not transferable or assignable.

3.05 Resignation. Any member may withdraw or resign his membership in the Corporation at any time by giving notice to that effect to the Secretary of the Corporation.

3.06 Termination of Membership. Membership in the Corporation shall automatically terminate if the member shall die or become bankrupt or surrender its charter or be wound up or dissolved, whether voluntarily or by order of the Court or otherwise, or the existence of the member is terminated for any reason whatsoever.

3.07 Removal of Member. Any member of the Corporation may be removed as a member by resolution of the Board.

SECTION FOUR **AUTHORIZED REPRESENTATIVES**

4.01 Appointment of Authorized Representative. Each member of the Corporation that is not an individual shall file with the Secretary of the Corporation an instrument in writing appointing an individual to act as its Authorized Representative.

The Authorized Representative so appointed shall be entitled to represent and where applicable vote on behalf of such member at all meetings of members and to sign waiver instruments and, where applicable, resolutions for and on behalf of such member.

4.02 Replacement of Authorized Representative. A member may at any time by notice in writing filed with the Secretary of the Corporation remove and/or replace any Authorized Representative previously appointed by it.

4.03 Authorized Representative Entitled to Act as Director. An Authorized Representative shall be entitled to act as a director of the Corporation.

SECTION FIVE **MEETINGS OF MEMBERS**

5.01 Place and Time of Meetings. Meetings of members shall be held at such place within Ontario on such day and at such time as the Board or the President may from time to time determine.

5.02 Annual Meeting. At every annual meeting of members, in addition to any other business that may be transacted, the report of the directors, the financial statement, the report of the auditors and reports of all committees shall be presented to the members, and directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed by the members, or the Board shall be authorized to fix such remuneration.

5.03 Notice of Meeting. Notice of any meeting of the members of the Corporation shall be given by publication at least once a week for the two consecutive weeks preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of the members of the Corporation reside as shown by their addresses on the books of the Corporation; provided that any meeting of members may be held at any time and place without notice if all members of the

Corporation are present or represented thereat or if those absent waive notice thereof or signify their consent in writing to such meeting being held.

The auditors of the Corporation are entitled to receive all communications relating to any meeting of members.

5.04 Waiver of Notice. Notice of any meeting or any irregularity in any meeting, or in the notice thereof, may be waived by any member or by the auditor of the Corporation.

5.07 Chairman. The President of the Corporation, if present, shall be Chairman of any meeting of members. If the Corporation has no such officer or if he is not present within fifteen minutes from the time fixed for holding the meeting, the members present at any meeting of members shall choose one of their number to be Chairman of the meeting.

5.08 Quorum. A quorum for the transaction of business at any meeting of members shall consist of twenty (20) members or Authorized Representatives of members present in person or represented by proxy.

5.09 Vote. Every member shall have one vote on all matters arising at any meeting of members. Honorary members shall not be entitled to any vote at meetings of members.

5.10 Voting. Every question to be decided at a meeting of members shall be decided in the first instance by a show of hands and, unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. A member may demand a poll at any time and, unless such demand is withdrawn, such poll shall be taken in such manner as the Chairman shall direct.

5.11 Majority of Votes. Subject to the provisions of the Act and the by-laws, at all meetings of members every question shall be decided by a majority of the votes cast on the question, and in case of an equality of votes, the Chairman shall have a second or casting vote.

5.12 Adjournment. Any meeting of members may be adjourned at any time or from time to time and no notice of such adjourned meeting need be given to members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION SIX
QUALIFICATION AND ELECTION OF DIRECTORS

6.01 Number. The affairs of the Corporation shall be managed by its Board. Subject to increase or decrease in such number by special resolution, the Board shall consist of no more than fourteen (14) directors, of whom a majority of the directors in office shall constitute a quorum for the transaction of business. Despite vacancies, the remaining directors may act if constituting a quorum.

6.02 Qualification. Every director shall be eighteen or more years of age and no director shall be a salaried employee of the Corporation, an undischarged bankrupt or a mentally incompetent person. Every director at the time of his election, or within ten days thereafter and throughout his term of office shall be a member of the Corporation.

6.03 Election and Term of Office. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor is duly elected and qualified. The whole Board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member.

6.04 Vacancy. Any vacancy in the Board, howsoever caused, so long as a quorum of directors remains in office, may be filled by the directors if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of members.

If there is not a quorum of directors remaining in office, the remaining directors shall forthwith call a meeting of members to fill such vacancy. If the number of directors is increased between terms, a vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred, and such vacancy or vacancies shall be filled in the manner hereinbefore provided.

6.05 Vacation of Office of Director. A director shall cease to be a director:

- (a) if he resigns his office by delivering a written resignation to the Secretary of the Corporation;
- (b) if he is found to be mentally incompetent;
- (c) if he, or the member of which he is the Authorized Representative, becomes bankrupt or suspends payments or compounds either his or its creditors, or surrenders its charter or is wound up and dissolved either voluntarily or by order of the Court or otherwise, or the existence of such member is terminated for any reason whatsoever;
- (d) if the members of the Corporation, by resolution passed by a majority of the votes cast at a meeting of members duly called for that purpose remove him from office;

(e) if he ceases to be an Authorized Representative of a member or such member ceases to be a member of the Corporation;

(f) on the death of the director.

6.06 Remuneration of Directors. The directors of the Corporation shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided, that a director may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

SECTION SEVEN **MEETINGS OF DIRECTORS**

7.01 Place of Meeting. Meetings of the Board may be held at any place within or outside Ontario.

7.02 Convening of Meeting. A meeting of the Board may be formally convened by the President or any two directors at any time and the Secretary on the direction of the President or any two directors shall convene a meeting of the Board.

7.03 Meetings by Telephone: The directors of the Corporation may meet by teleconference provided that either all of the directors participating in the meeting consent to a meeting by teleconference or meetings by teleconference have been approved by resolution passed by the directors at a meeting of the directors of the Corporation.

7.04 Meetings by Electronic Communications: The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) The directors of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled and the procedure for establishing a quorum and recording votes;
- (b) Each director has equal access to the specific means of communication to be used;
- (c) Each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

7.05 Notice of Meeting. Notice of any meeting of the Board shall be given to each director in the manner provided by Section Twelve of this by-law, not less than two days before the time fixed for holding such meeting. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

7.06 No Notice of Meeting Required. For the first meeting of the Board held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed director or directors in order legally to constitute the meeting provided that a quorum of the directors is present.

7.07 Waiver of Notice. Notice of any meeting of the Board or any irregularity in any meeting, or in the notice thereof may be waived by any director.

7.08 Chairman. The President shall be the Chairman of any meeting of the Board. If the Corporation has no such officer or if he is not present, the directors present shall choose one of their number as Chairman.

7.09 Majority of Votes. Every question arising at any meeting of directors shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

7.10 Voting. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7.11 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings at any hour and place to be named and for such regular meetings no notice need be sent.

7.12 Conflict of Interest. Where a director has in any way, directly or indirectly, an interest in a proposed or existing contract or transaction with the Corporation, the director shall declare his or her interest at a meeting of the Board before the Board considers the matter, and the director shall withdraw from that part of the meeting during which the matter is considered and shall refrain from voting, or influencing or attempting to influence in any way the voting on the matter.

Where the interest of a director has not been declared by reason of his or her absence from the meeting, that director shall declare his or her interest at the next Board meeting he or she attends.

SECTION EIGHT
OFFICERS

8.01 Election and Appointment of Officers. The Board shall annually, or more often as may be required, elect a President, appoint a Secretary and appoint annually or more often one or more Vice-Presidents and a Treasurer. None of the said officers, except the President, need be directors. One person may hold more than one office, except the offices of President and Secretary, and where the same person holds the offices of Secretary and Treasurer he may, but need not be known as the Secretary-Treasurer. The directors may appoint such other officers as they shall deem necessary.

8.02 Terms and Remuneration. The terms of employment and remuneration of all officers of the Corporation shall be as determined from time to time by the Board.

8.03 Removal of Officers. All officers, in the absence of agreements to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

8.04 President. The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management of the affairs and operations of the Corporation as are incident to his office.

8.05 Vice-President. The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and, subject Subsection 7.08 of this by-law, shall perform all the duties of the President in the absence or inability or refusal to act of the President.

8.06 Secretary. The Secretary shall, when present, act as Secretary of all meetings of directors and members and shall have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. He shall give or cause to be given notices of all meetings of members and of the Board. He shall be custodian of the seal of the Corporation and shall affix the same to any instrument requiring the same. He will certify all documents of the Corporation which require certification.

8.07 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board shall direct. He shall keep or cause to be kept accounting records in accordance with the Act.

8.08 Agents and Attorneys. The Board shall have the power from time to time to appoint agents or attorneys for the Corporation, in or out of Ontario, with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

SECTION NINE
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 Indemnity. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

9.02 Limitation of Liability. No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys 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 respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or through his own wilful neglect or default.

SECTION TEN
EXECUTIVE COMMITTEE

10.01 Election and Number. The Board, whenever it consists of more than six (6) directors, may from time to time elect from among its number an Executive Committee consisting of not fewer than three (3) directors and delegate to such Committee the powers vested in and exercisable by the Board in respect of the management and direction of the affairs of the Corporation, except such acts as must, pursuant to the Act or the By-laws, be performed by the Board itself, and subject to any regulations made or restrictions imposed from time to time by the Board.

10.02 Limitations on Authority. An Executive Committee shall not have the authority to,

- (a) submit to the members any question or matter requiring the approval of the members;
- (b) fill a vacancy among the directors or in the office of auditor;
- (c) approve any financial statements;
- (d) adopt, amend or repeal by-laws.

10.03 Term of Office. Each member of the Executive Committee shall serve until the next annual meeting, until his successor shall have been appointed or until he ceases to be a director, whichever shall occur first.

10.04 Resignation. Any member of the Executive Committee may resign at any time by delivering a written resignation to the Secretary of the Corporation.

10.05 Removal. Any member of the Executive Committee may be removed by resolution of the Board.

10.06 Vacancy. Any vacancy on the Executive Committee, so long as a quorum of members remains in office, may be filled by the Executive Committee members remaining in office.

10.07 Meetings. Meetings of the Executive Committee may be held at any place within or outside Ontario and may be formally convened by any two members thereof.

10.08 Notice of Meetings. Notice of any meeting of the Executive Committee shall be given to each member in the manner provided by Section Twelve of this by-law not less than two days before the time fixed for holding such meeting. No formal notice of any such meeting shall be necessary if all the members of the Executive Committee are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

10.09 Meetings by Telephone. The members of the Executive Committee may meet by teleconference provided that either all of the members of the Executive Committee participating at the meeting consent to a meeting by teleconference or meetings by teleconference have been approved by a resolution passed by the members at a meeting of the Executive Committee.

10.10 Meetings by Electronic Communications. The members of the Executive Committee may meet by other electronic means that permits each member of the Executive Committee to communicate adequately with each other, provided that:

- (a) The members of the Executive Committee have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled and the procedure for establishing a quorum and recording votes;
- (b) Each member of the Executive Committee has equal access to the specific means of communication to be used; and
- (c) Each member of the Executive Committee has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

10.09 Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the members thereof.

10.10 Majority of Votes. Every question arising at any meeting of the Executive Committee shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

SECTION ELEVEN **AUDITORS**

11.01 Appointment of Auditor. The members of the Corporation shall at each annual meeting appoint one or more auditors to hold office until the close of the next annual meeting and, if an appointment is not so made, the auditors in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of auditor.

11.02 Removal. The members of the Corporation may, by resolution passed by a majority of the votes cast at a general meeting duly called for the purpose, remove any auditor of the Corporation before the expiration of his term of office and shall, by a majority of the votes cast at that meeting, appoint another auditor in his stead for the remainder of his term.

11.03 Remuneration. The remuneration of an auditor appointed by the members shall be fixed by the members or by the Board, if authorized to do so by the members, and the remuneration of an auditor appointed by the Board shall be fixed by the Board.

SECTION TWELVE
NOTICES

12.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his recorded address, or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication or if electronically mailed to him at his last recorded electronic mailing address. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency, or its representative, for dispatch. The Secretary may change or cause to be changed the recorded address (electronic mail address or otherwise) of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

12.02 Signature to Notices. The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

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

12.04 Proof of Service. A certificate of the President, a Vice-President, the Secretary or the Treasurer or any other officer of the Corporation in office at the time of the making of the certificate in relation to the mailing, electronic mailing or delivery of any notice to or demand upon any member, director, officer or auditor or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

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

PASSED by the directors and sealed with the corporate seal of the Corporation
as of the _____ day of , _____ 200__ .

President-

Secretary -