

**BY-LAW NO. 1
OF THE
ASSOCIATION IN DEFENCE OF THE WRONGLY
CONVICTED (AIDWYC)**

INTERPRETATION AND DEFINITIONS

1. Definitions. In this By-law, unless the context otherwise specifies or requires:

- (a) "Act" means the *Corporations Act* R.S.O. 1990, chap. C-38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporations to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "By-laws" means any by-law of the Corporation from time to time in force and effect;
- (c) "Family Member" means spouse, child, parent or sibling;
- (d) "Letters Patent" means the letters patent and any supplementary letters patent of the Corporation;
- (e) "Objects" means those set out in the Letters Patent, as may be amended from time to time;
- (f) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.

Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein and which are defined in the Act or the Regulations made under the Act, as from time to time amended and every regulation that may be substituted therefor, shall have the meanings given

to such terms in the Act or such Regulations;

- (b) unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

HEAD OFFICE

- 2. The head office of AIDWYC shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board Members may from time to time determine.

MEMBERS OF THE BOARD

Number of Board Members

- 3. The affairs of AIDWYC shall be managed by a Board of Directors (“the Board”) of twenty directors (Board Members).

Election of Board Members

- 4.1 Each Board Member shall be elected by the members to hold office until the first annual meeting after expiry of their term or until a successor shall have been duly elected and qualified. Board Members shall have a three-year term and a portion of the board shall be retired at each annual meeting as set out in section 4.2. Board Members who retire 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 members.
- 4.2 At the annual general meeting, members shall be elected to fill openings on the Board. Ordinarily members shall be elected to terms of three years, with the exception that the terms will be shorter when necessary to ensure that the terms of approximately one-third of the Board will expire each year.

Powers

- 5.1 The Board Members of AIDWYC may administer the affairs of AIDWYC in all things and make or cause to be made for AIDWYC, in its name, any kind of contract which AIDWYC 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 AIDWYC is by its Letters Patent or otherwise authorized to exercise and do.
- 5.2 Without in any way derogating from the foregoing, the Board Members are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by AIDWYC, for such consideration and upon such terms and conditions as they may deem advisable.

Remuneration of Board Members

6. The Board Members shall receive no remuneration for acting as such, and no Board Member shall directly or indirectly receive any profit from his/her position, provided that a Board Member may be reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.

Quorum and Meetings

- 7.1 No business of AIDWYC shall be transacted by its Board Members except at a meeting where a majority of the Board Members then in office are present who shall form a quorum for the transaction of business. The Board may hold meetings at such place or places as it may from time to time determine.
- 7.2 Meetings may be formally called by the President, Secretary, or by five Board Members.
- 7.3 Board Members may consider or transact any business, either special or general, at any meetings of the Board.

Notice

- 8.1 Notice of meetings of the Board shall be faxed, delivered or telephoned or emailed to each Board Member not less than five days before the meeting is to take place or shall be mailed to each Board Member not less than four days before the meeting is to take place. In the event the President determines a meeting must take place on an emergency basis, the period of such notice may be shortened.

- 8.2 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A meeting may also be held, without notice, immediately following the annual meeting of AIDWYC.
- 8.3 No formal notice of any meeting shall be necessary if all the Board Members are present, or if those absent have signified their consent to the meeting being held in their absence.
- 8.4 No error or omission in giving such notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Board Member may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

Voting

- 9.1 Questions arising at any Board meeting shall be decided by a majority of votes. In cases of equality of votes, the Chair shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Board Member present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- 9.2 A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible to evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Qualification of Board Members

10. All Board Members shall be eighteen years of age and over and shall have been a member of AIDWYC for at least 12 months prior to the date of their election, unless the Board waives such requirement for a specific individual.

Removal of Board Members

- 11.1 The members of AIDWYC may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Board Member before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any person instead for the remainder of the term.

Automatic Termination of Board Member's Term

12. A Board Member's term shall be automatically terminated,

- (a) if the Board Member becomes bankrupt or is declared insolvent;
- (b) if by notice in writing to AIDWYC, the Board Member resigns office;
- (c) if the Board Member or his/her spouse becomes an employee of AIDWYC;
- (d) if the Board Member misses three consecutive Board meetings and fails to both adequately explain the absences at a fourth Board meeting and receive a vote of approval from a majority of the Board Members present at that meeting to continue in office; or
- (e) if the Board Member ceases to be a member of the Corporation.

Vacancies

- 13.1 Vacancies on the Board, however caused, may, so long as a quorum of Board Members remain in office, be filled by the Board Members from among the qualified members of AIDWYC to serve until the next annual meeting. Otherwise, such vacancy shall be filled at the next annual meeting of the members at which the Board Members for the ensuing year are elected, but if there is not a quorum of Board Members, the remaining Board Members shall forthwith call a meeting of the members to fill the vacancy.
- 13.2 If the number of Board Members is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

Board Members' Conflict of Interest

- 14.1 Every Board Member who, directly or indirectly, has an interest in a proposed or current contract, piece of litigation, client case, law reform, or any other activity or transaction of AIDWYC, shall make a full and fair disclosure of the nature and extent of the interest at a meeting of the Board. An indirect interest includes one in which a Family Member of a Board Member has an interest.
- 14.2 In the case of a proposed contract, piece of litigation, client case, law reform or any other activity or transaction, the declaration of interest shall be made at the first meeting of the Board at which the question of entering into the contract, piece of litigation, client case, law reform or any other activity or transaction is considered, or, if the Board Member is not at the meeting in which the proposed contract, piece of litigation, client case, law reform or any other activity or transaction is discussed, the declaration shall be made at the next meeting of the Board held after the Board Member becomes so interested.

- 14.3 In the case of an existing contract, piece of litigation, client case, law reform or any other activity or transaction, the declaration shall be made at the first meeting of the Board after the Board Member becomes a Board Member or the interest becomes into being.
- 14.4 After making such a declaration as set out in 14.1 to 14.3 herein, the Board Member shall not vote on such contract, piece of litigation, client case, law reform or any other activity or transaction nor shall the Board Member attempt to influence such vote nor be counted in the quorum in respect of such contract, piece of litigation, client case, law reform or any other activity or transaction.
- 14.5 If a Board Member has made a declaration of an interest in a contract, piece of litigation, client case, law reform or any other activity or transaction in compliance with subsection 14.4, the Board Member is not accountable to AIDWYC for any profit realized from the contract or transaction.
- 14.6 If a Board Member fails to make a declaration of his/her interest in a contract, piece of litigation, client case, law reform or any other activity or transaction in compliance with this clause, the Board Member shall account to and reimburse AIDWYC for all profit realized and, upon resolution approved by a 2/3 majority of the Board Members, such Board Member shall be removed from the Board.
- 14.7 If a Board Member believes another Board Member is in a conflict of interest position, the first Board Member shall have his/her concern recorded in the minutes and thereafter the votes of each Board Member shall be recorded. Thereafter, and at the request of the Board Member who recorded the initial concern, the Board Members shall review whether or not the Board Member was in a conflict of interest position. If the Board so finds, the vote of the person in the conflict of interest position shall be invalidated.

Board Members' Code of Responsibility

15. The Board Members shall abide by the following Code of Responsibility:
 - (a) Board Members shall be familiar with AIDWYC's structure, goals, objectives, activities, publications and programs.
 - (b) Board Members have a fiduciary duty to act in the best interest of the Corporation, and shall treat the affairs of AIDWYC with the same care and diligence with which they should treat their own affairs.
 - (c) Board Members shall be familiar with the statutes and regulations under which programs of AIDWYC operate.

- (d) Board Members shall be familiar with AIDWYC's budget, budget process and financial situation, and shall insist on an annual audit by a reputable chartered accountant.
- (e) Board Members shall declare all conflicts of interest.
- (f) Board Members shall regularly attend Board meetings and meetings and sub-committees of which they are members.
- (g) Board Members shall be familiar with and shall assume responsibility for the accuracy of the minutes of Board meetings and of meetings of sub-committees of which they are members.
- (h) Board Members shall ensure that committees, including the executive committee, if any, report on the exercise of any delegated authority to the Board and do not overstep their authority.
- (i) Board Members shall ensure that AIDWYC has access to competent legal and accounting services.
- (j) Board Members shall ensure that the Board as a whole determines the policies and manages the affairs of AIDWYC.
- (k) Board Members shall serve on a minimum of one sub-committee of AIDWYC.

OFFICERS OF AIDWYC

- 16.1 There shall be a President, a Secretary, a Treasurer and an Executive Director, and such other officers as the Board may determine from time to time.
- 16.2 A person may hold more than one office.
- 16.3 The officers other than the Executive Director shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall continue in their positions until an election is held by the Board. An Executive Director may be appointed and removed by the Board, subject to any contract of employment.
- 16.4 The Board Members may, by resolution passed by at least two-thirds of the votes cast at a Board meeting of which notice specifying the intention to pass such a resolution has been given, remove any officer other than the Executive Director before the expiration of the officer's term of office and may, by a majority

of the votes cast at that meeting, elect any person instead for the remainder of the term, provided that such resolution and election is ratified by a majority of the votes cast at the next following meeting of the members.

- 16.5 The Board Members may elect a Co-President in addition to the President. In such event, all decisions to be made by the President under the Act or these By-laws must be made by the President and Co-President jointly. In the event the President and Co-President do not agree, either may refer the disagreement to the executive committee for resolution.
- 16.6 In the event the Board Members elect a Co-President, the President and Co-President shall be known as "Co-Presidents". The Co-Presidents shall alternately chair meetings of the Board. If there are Co-Presidents in office, reference to "President" in these By-laws shall mean the Co-Presidents acting jointly.

Duties of President

17. The President shall, when present, preside at all meetings of the members of the Corporation and the Board. The President shall supervise the affairs of the Corporation. The President or other officers appointed by the Board for the purpose shall sign all By-laws and membership certificates and have the other powers and duties from time to time prescribed by the Board or incident to his/her office. During the absence or inability to act of the President, his/her duties and powers may be exercised by the Secretary or such other director as the Board may from time to time appoint for the purpose, and if the Secretary, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability to act of the President shall be presumed with reference thereto.

Duties of the Secretary

18. The Secretary shall act as the clerk of the Board. He/she shall attend all meetings of the Board and of the members of the Corporation and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and documents belonging to the Corporation. He/she shall give all notices required to be given to members and to directors and he/she shall perform such other duties as may from time to time be determined by the Board. The Secretary may delegate the carrying out of such duties.

Duties of the Treasurer

19. The Treasurer, or person performing the usual duties of a Treasurer, shall have the following duties and responsibilities:
 - (a) Keep a full and accurate set of accounts of all receipts and disbursements of AIDWYC.
 - (b) Deposit all moneys or other valuable effects in the name and to the credit of AIDWYC in such bank or bank as may from time to time be designated by AIDWYC.
 - (c) Disburse the funds of AIDWYC under the direction of the Board, taking proper vouchers therefore.
 - (d) Render to the Board at the regular meeting thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of AIDWYC.
 - (e) Perform such other duties as may from time to time be determined by the Board.

Duties of other Officers

20. The duties of all other officers of AIDWYC, except the Executive Director, shall be such as the terms of their engagement call for, or the Board requires of them. The duties of the Executive Director shall be:
 - (a) Provides leadership in the development of the organization's vision and mission and in the development of corresponding strategies, annual plans and budgets.
 - (b) Provides governance advice and staff support to the Board and its committees.
 - (c) Oversees effective and efficient day-to-day operations and the delivery of services.
 - (e) Establishes appropriate standards of service and evaluates the programs.
 - (f) Ensures the availability of financial resources and ensures that the funds are allocated in accordance with the approved budget.
 - (g) Plans and manages staff and volunteer resources, including recruiting, setting goals, monitoring performance, delegating, mentoring, rewarding and where necessary terminating.
 - (h) Develops relationships with key related justice system stakeholders.
 - (i) Ensures effective internal and external communication with relevant Canadian

and international audiences.

- (j) Identifies and manages risk.

Committees

- 21.1 The Board shall appoint as standing committees, an Executive Committee, Case Review Committee, Nomination Committee, Audit Committee, and such other standing or ad hoc committees, consisting of such numbers of Board Members and other persons as may be deemed desirable.
- 21.2 The Board shall prescribe the duties and authority of committees. Committees shall have only such authority as is delegated to them by the Board, and shall be accountable for their actions to the Board.
- 21.3 The Board shall appoint the Chair of any committee, and may at any time dissolve any committee, and may at any time remove any person from any committee and substitute another person for such person or may add persons to or remove persons from committees.
- 21.4 Subject to the direction of the Board, committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit. Unless otherwise determined by the Board, a majority of the members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote. Any decision at a meeting of a committee must be ratified by the Board, unless the Board has expressly delegated to the committee the authority to make a final decision in a particular manner.
- 21.5 The Chair of a committee shall ensure that minutes are taken and given to the President of AIDWYC.

EXECUTION OF DOCUMENTS

- 22.1 Deeds, transfers, licences, contracts and engagements on behalf of AIDWYC shall be signed by any two of the Executive Director, President, Secretary or Treasurer.
- 22.2 Contracts in the ordinary course of AIDWYC's operations may be entered into on behalf of AIDWYC by the President, Secretary, or any other officer or director authorized by the Board.
- 22.3 The Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of AIDWYC may or shall be executed.

BOOKS AND RECORDS

23. The Board shall see that all necessary books and records of AIDWYC required by the By-laws of AIDWYC or by any applicable statute or law or funding source are regularly and properly kept.

MEMBERSHIP AND DUES

- 24.1 The membership of AIDWYC shall consist of the following classes of members:
- (a) Individual members. Initial individual members shall be the members in good standing of the unincorporated AIDWYC at the date of the initial incorporation meeting of AIDWYC.
 - (b) Corporate, partnership, or other non-individual member.
 - (c) Honourary Life Member.
- 24.2 The Board may confer Honourary Life Membership in AIDWYC on any person who has made an outstanding contribution to AIDWYC. Honourary Life Members shall have the rights and privileges of members, but shall not be required to pay annual membership dues and may be elected to the Board.
- 24.3 A corporation, partnership or other non-individual entity may apply for membership in AIDWYC, such application to be approved by the Board or by a committee designated by the Board for that purpose. Such entity may appoint one representative to attend meetings of members, but shall have no vote.
- 24.4 Individuals may apply to the Board for admission to membership in AIDWYC. Each member shall promptly be informed of admission as a member or of the rejection of his/her application for membership. Admission shall be in the sole discretion of the Board.
- 24.5 Each individual who has been approved as a member shall be entitled to one vote on each question arising at any special or general meeting of the members only after six months of being approved as a member.
- 25.1 Dues or fees payable by members shall from time to time be fixed by the Board, which vote shall become effective unless and until it is rejected by a vote of the members at an annual or other general meeting.
- 25.2 The President shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of

AIDWYC, but any such members may on payment of all unpaid dues or fees be reinstated by vote of the Board.

- 25.3 All membership in AIDWYC shall expire on the September 30th following payment of the dues or fees by the member, save and except that membership paid for between May 1st and September 30th of any year shall expire on the September 30th of the year following.
- 26.1 Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board.
- 26.2 The Board may terminate or suspend membership of an individual or non-individual by a two-thirds vote of those present at a meeting of the Board called for that purposes after outlining the reasons for considering termination or suspension and after the member has been given an opportunity to be heard.

ANNUAL MEETING OF MEMBERS

- 27. The annual or any other general meeting of the members shall be held each year as the Board may determine and on such day as the Board shall appoint.
- 28. At the annual meeting:
 - (a) A report of the activities of AIDWYC for the previous year, the audited financial statements of AIDWYC and the auditor's report shall be presented.
 - (b) New by-laws and amendments to or revocations of existing by-laws passed by the Board in the previous year shall be presented for confirmation by the members.
 - (c) The Board may present such other information or material relating to AIDWYC's affairs as, in the opinion of the Board, is of interest or importance to the members.
 - (d) Members' agenda items of which the Board has received notice in accordance with Article 30 of this By-law shall be discussed.
 - (e) Other business relating to the affairs of AIDWYC which a majority of the members present at the meeting by resolution consent to discuss shall be discussed.

- (f) Vacancies and expired terms of the Board shall be filled by election from nominations submitted to the Chair of the Nominating Committee at least 60 days prior to the annual meeting.
 - (g) Auditors shall be appointed for the next year.
- 29.1 No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail ten days before the time fixed for the holding of such meeting.
- 29.2 Any meetings of members may be held at any time and place without such notice if all the members of AIDWYC are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which AIDWYC at annual or general meetings may transact.
30. Any member wishing to have any matter connected with the affairs of AIDWYC brought up or discussed at any meeting shall notify the Secretary of such matter at least fourteen days before the meeting; and upon receipt of such notification, the Secretary shall place the matter on the agenda of the meeting.

OTHER MEETINGS

31. The President, Secretary or a majority of the Board, may convene a general meeting of the members at any time or place for business relating to the affairs of AIDWYC.

IN RELATION TO MEETINGS

- 32.1 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of AIDWYC shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 32.2 For the purpose of sending notice to any member, Board Members or officer for any meeting or otherwise, the address of any member, Board Member or officer shall be his/her last address recorded on the mailing list of AIDWYC.

Adjournments

33. Any meetings of AIDWYC or of the Board Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Quorum of Members

34. A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen members of AIDWYC present in person or represented by proxy.

Voting Members

- 35.1 Each member of AIDWYC shall at all meetings of members be entitled to one vote and he/she may vote by proxy. Votes at a meeting of the members may be given either personally or by proxy. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is

entitled to vote at the meeting and who is present in person or represented by an individual so authorized to represent one or more members and/or individual so authorized to represent one or more members who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder. A proxy shall be executed by the member in writing. A person appointed to act as a proxy must be a member of the Corporation.

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be emailed, faxed or sent by the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in the chair's discretion accept emailed or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such email or facsimile or written communication accepted by the chair of the meeting shall be valid and shall be counted.

- 35.2 No member shall be entitled either in person or by proxy to vote at meetings of AIDWYC unless all dues or fees have been paid.
- 36.1 At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws of AIDWYC or the Act.
- 36.2 Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of AIDWYC 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.

- 36.3 The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner and the Chair shall direct and the result of such poll shall be deemed the decision of AIDWYC in general meeting upon the matter in question.
- 36.4 In case of an equality of votes at any general meeting, whether upon a show of hand or at a poll, the Chair shall be entitled to a second or casting vote.

FINANCIAL YEAR

37. Unless otherwise ordered by the Board, the fiscal year of AIDWYC shall terminate on the 31st day of December in each year.

CHEQUES, ETC.

38. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of AIDWYC, shall be signed by such officer or officers, agent or agents of AIDWYC and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of AIDWYC through its bankers, and endorse notes and cheques for deposit with AIDWYC's bankers for the credit of AIDWYC, or the same may be endorsed "for collection" or "for deposit" with the bankers of AIDWYC by using AIDWYC's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between AIDWYC and AIDWYC's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

39. The securities of AIDWYC shall be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of AIDWYC signed by such officer or officers, agent or agents of AIDWYC, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

- 40.1 Any notice (which term includes any communication or document) to be given, sent, delivered or served to a member, Board Member, 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/her recorded address or if mailed to such person at the address on AIDWYC's mailing list by prepaid ordinary mail, or by fax.
- 40.2 A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid.
- 40.3 A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box.
- 40.4 A notice sent by fax shall be deemed to have been given when transmitted.
- 40.5 The President may change or cause to be changed the recorded address of any member, Board Member, officer or auditor in accordance with any information believed to be reliable.

PROTECTION OF DIRECTORS AND OFFICERS

- 41.1 No Board Member or officer shall be liable for acts, receipts, neglect or default of any other Board Member or officer or employee of AIDWYC, for any loss, damage, or expense happening to AIDWYC, or for any deficiency on behalf of AIDWYC in or upon which any moneys or property of AIDWYC shall be lost or damaged, whether through bankruptcy, neglect or otherwise, whenever such appended in the execution of the duties of his/her respective office. Every director of the corporation and their 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 which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;
 - (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
- 41.2 No Board Member or officer shall be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into on behalf of AIDWYC, except such as shall have been submitted to and authorized

or approved by the Board.

NOT FOR PROFIT

- 42.1 AIDWYC shall be carried on without the purpose of gain for its members and any profits or other accretions to AIDWYC shall be used to promote its objects.
- 42.2 On dissolution of AIDWYC, the net assets remaining after payment of all debts shall be transferred to any organization in Canada carrying on activities similar to AIDWYC.
- 42.3 These By-laws may be amended by two-thirds vote of the Board, provided they are confirmed by a majority of the members at the first general meeting following amendment by the Board.

ENACTED as By-law No. 1 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the _____ day of _____, 200__.

President

Secretary

The foregoing By-law No. 1 as enacted by the directors of the Corporation was confirmed by the Members of the Corporation at a general meeting of the Members duly called for that purpose and at which a quorum was present on the ___ day of _____, 200__.

President

Secretary

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