

BYLAW NO. 1

**A bylaw relating generally to the
conduct of the affairs of**

THE CHILDREN'S BRIDGE

CORPORATE SEAL

- 1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.**

CONDITIONS OF MEMBERSHIP

- ~~**2. Membership in the Association shall be limited to persons, companies, societies or governmental agencies interested in furthering the Association's objects and those whose application for admission as a member has received the approval of the Association's board of directors.**~~
- 2. a) General membership in the Association shall be limited to persons, companies, societies or governmental agencies interested in furthering the associations objectives and those who's application for admission as a member has received the approval of the Associations Board of Directors.**
- b) Only those general members of The Children's Bridge who have completed or are in the process of completing an adoption facilitated by The Children's Bridge are entitled to exercise a vote in any proceedings**

authorized by the Articles of Incorporation or the By-Laws of The Children's Bridge (amended pursuant to By-Law 3 dated September 30, 2000)

3. There shall be no membership fees or dues unless otherwise directed by the board of directors.
4. Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the secretary of the Association.
5. Any member may be required to resign by a vote of three-quarters of the members at an annual meeting.

HEAD OFFICE

6. Until changed in accordance with the Canada Corporations Act (the "Act"), the head office of the Association shall be in the Regional Municipality of Ottawa-Carleton, Province of Ontario.

BOARD OF DIRECTORS

7. (a) The property and business of the Association shall be managed by a board with a minimum of three (3) directors and a maximum of twelve (12) directors. A majority of the directors in attendance at a meeting of directors shall constitute a quorum.

(b) All directors shall be elected at an annual general meeting of the Association.

~~c) Directors shall be elected for a three-year term and are eligible for re-election for an additional three-year term. However, no person can be~~

~~elected as a director for more than two consecutive three-year terms.~~

c) Directors shall be elected for a three year term and are eligible for re-election for an additional three year term (amended pursuant to By-Law Number 3 dated September 30, 2000.)

8. The applicants for incorporation shall become the first directors of the Association whose terms of office on the board of directors shall be for one (1) year or until the next annual general meeting.
9. At the first meeting of the members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Association.
10. The office of director shall be automatically vacated:
 - (a) if a director resign his/her office by delivering a written resignation to the secretary of the Association;
 - (b) if he/she ceases to be a member of the Association;
 - (c) if he/she is found to be a lunatic or becomes of unsound mind;
 - (d) if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
 - (e) if at a special general meeting of members a resolution is passed by three-quarters of the members present that he/she be removed from office; or

(f) on death of the director,

provided that if any vacancy shall occur for any reason contained in this paragraph, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Association for the time remaining in the director's term.

- 11. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that seven (7) clear days notice of such meeting shall be sent by prepaid registered mail, courier or facsimile to each director, provided there shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director, not including the Chair of the meeting, is authorized to exercise one (1) vote. In the case of an equality of votes, the Chair shall be entitled to cast the deciding vote.**
- 12. Directors and executive committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the board of directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the Association as an officer or in any other capacity and receiving compensation therefore. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties and provided further that any director who is engaged in or is a**

- member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Association.
13. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected or appointed.
 14. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
 15. The remuneration of all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

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INDEMNITIES TO DIRECTORS AND OTHERS

16. Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it 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 Association, from and against:

- a) all costs, charges and expenses which such director, officer or other person 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 willful neglect or default.

EXECUTIVE COMMITTEE

- 17. There may be an executive committee comprised of three (3) directors who shall be appointed by the board of directors and which committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors.
- 18. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting shall be sent other than by mail to each member of such committee by prepaid registered mail, by courier or by facsimile. A majority of the members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

POWERS OF DIRECTORS

19. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
20. The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees.
21. The board of directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

OFFICERS

22. The officers of the Association shall be a president, vice-president, secretary, treasurer, and past-president, and any such other officers as the board of directors may by bylaw determine. Any two offices may be held by the same person.

23. Officers of the Association shall be appointed by resolution of the board of directors at the first meeting of the board of directors following the annual meeting of members in which the directors are elected.
24. The officers of the Association shall hold office for three (3) years from the date of appointment or election or until their successors are elected or appointed in their stead.
25. All officers shall be directors of the Association and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the board of directors.

DUTIES OF OFFICERS

26. Unless a vote by a majority of the meeting to the contrary, the president shall preside as Chair at all meetings of the Association including meetings of members and of the board of directors.
27. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the board of directors.
28. The treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of

- the Association in such chartered bank, credit union or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He/She shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association. He/she shall also perform such other duties as may from time to time be directed by the board of directors.
29. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his/her affairs of the Association generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/She shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he/she shall be. He/She shall be custodian of the seal of the Association, which he/she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.
30. The past-president shall perform such duties as shall from time to time be imposed upon him/her by the board of directors.
31. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board of directors requires of them.

32. **Contracts, documents or any instrument in writing requiring the signature of the Association, shall be signed by any two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The directors may give the Association's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.**

MEETINGS

33. **The annual or any other general meeting of the members shall be held at the head office of the Association or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The board of directors or the president or the vice-president together with the secretary shall have the power to call, at any time, a general meeting of the members of the Association. Ten (10) members may, by notice in writing to the Board of Directors, setting out the matter to be discussed, require that a meeting of members be held. The Board of Directors shall call such meeting within twenty-one days (21) days of receiving the notice.**

- 34. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.**
- 35. Twenty-one (21) days prior written notice shall be given to each member of any annual or special general meeting of members. Such notice shall set out the business to be conducted at the meeting with sufficient information to allow a member to make a reasoned decision. Notice of each meeting of members must remind the member that he/she has the right to vote by proxy. Members present in person at a meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise- one (1) vote and each member which is an Association, society or governmental agency shall have the right also to exercise one (1) vote.**
- 36. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution.**
- 37. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy**

or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

38. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I,
"of
" a member of *****
" hereby appoint
"of
" and failing his/her
"of
" to vote for me and on my behalf at the Annual
or Extraordinary, or
"Adjourned, as the case may be General Meeting of the Association to be held on
day of
"and at every adjournment thereof.
" As witness my hand this day of 19 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

PATRONS

39. The Association may have one or more Patrons who shall be elected by the board of directors and need not be members of the Association. Each Patron shall hold office for such period as may be determined by the board of directors when electing him/her, but on the termination of his/her office he shall be eligible for reelection.

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

40. The minutes of the board of directors or the minutes of the executive committee shall not be available to the general membership of the Association but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

VOTING OF MEMBERS

41. At all meeting of members of the Association, every question shall be determined by a majority of the general members' votes unless otherwise specifically provided by statute or by these bylaws.

FINANCIAL YEAR

42. Unless otherwise ordered by the board of directors, the fiscal year-end of the Association shall be July 31st of each year.

COMMITTEES

43. The board of directors may appoint committees whose members will hold their offices without remuneration at the will of the board of directors and whose duties will be determined by the board of directors.

AMENDMENT OF BYLAWS

~~44. The bylaws of the Association not embodied in the Letters Patent may be repealed or amended by bylaw enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.~~

44. The By-Laws of the Association not embodied in the Letters Patent may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two thirds (2/3) of the members at a meeting duly called for the purposes of considering said By-Law (amended pursuant to a meeting of the Board of Directors dated October 16, 2004).

AUDITORS

45. The members shall at each annual meeting, appoint an auditor to audit the accounts of the Association for report to the members at the next annual

meeting. The auditors shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

46. The directors shall see that all necessary books and records of the Association required by the bylaws of the Association or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

47. The board of directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed and failing such confirmation at such annual meeting of members they shall at and from that time cease to have any force and effect.

INTERPRETATION

48. In these bylaws and in all other bylaws of the Association hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa, and reference to persons shall include firms and Associations.

IN WITNESS WHEREOF, we have hereunto set out hands, this 16th day of August 1994.

CATHERINE CASSERLY

GERALD WELSH

JENNIFER DAWSON-BENT

AMENDMENTS

BYLAW NO. 1

September 16, 1995

To amend the Bylaw's of the Children's Bridge (dated August 16, 1994) to reflect more accurately the current mandate and operational activities of the organization.

CONDITIONS OF MEMBERSHIP

(2) CURRENTLY READS "Membership in the Association shall be limited to persons, companies, societies or governmental agencies interested in furthering the Association's objects and those whose application for admission as a member has received the approval of the Associations board of directors.

AMEND TO READ: Membership in the Association shall be limited to persons who have adopted or in the final stage of adopting with the association to full membership, Other persons, companies, societies or governmental agencies shall be limited to Associate Memberships, (Non-voting membership).

BOARD OF DIRECTORS

Throughout Clauses 7,8,9,10,11,12,13,14,15,16,17,18,19,20 and 21 the by-laws should clarify that all Directors must hold Membership in the association not Associate Membership.

EXECUTION OF DOCUMENTS

32. To amend clause 32 to allow for an officer of the association to sign company cheques, contracts etc. for under \$1,000.00 on only their signature on an ongoing basis as approved by the Board of Directors.

35. To reflect that the family unit will constitute only one vote.

The above noted changes were discussed by the interim board of directors. The actual changes to the Bylaws to be submitted to the Minister of Consumer and Corporate Affairs will be prepared by legal counsel to ensure accurate wording.

These changes will be voted upon at the Annual General Meeting on September 16, 1995.

THE CHILDREN'S BRIDGE**Amendments to Bylaw No. 1****August 8, 1996****Conditions of Membership**

2. Amend to read:

There are two types of membership in the Association: voting and non-voting. Voting membership is limited to persons who have adopted a child through the Association. The membership shall be valid for one year from the date of adoption of **a child** through the Association. A voting membership is renewable on **an** annual basis, for as long as any annual membership dues are paid. The adoptive family shall constitute one vote, regardless of the number of children adopted through the Association.

Others persons, companies, societies or governmental agencies interested in furthering the Association's objects and who wish to join the Association shall be limited to a non-voting membership. An application for a non-voting membership must be approved by the Association's board of directors.

3. Unchanged.

4. Unchanged

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5. Unchanged

Head Office

6. Unchanged

Board of Directors

7. Amend to read:

(a) The property and business of the Association shall be managed by a board with a minimum of five (5) directors and a maximum of twelve (12) directors. A majority of the directors in attendance at a meeting of directors shall constitute a quorum

(b), (c) unchanged.

Add paragraph (d):

(d) A director must at all times have a voting membership in the Association.

8 Unchanged..

9. Unchanged.

10. Amend to read:

The office of director shall be automatically vacated:

(f) to (d) unchanged

(e) remove "or" at the end of the clause

(f) on death of the director; or

(g) a director ceases to hold a voting membership in the Association, provided that if any vacancy shall occur for any reason contained in this paragraph, the board of directors by majority vote, may, by appointment, fill the vacancy with a voting member of the Association for the time remaining in the director's term.

11. Unchanged.

12. Unchanged.

13. Unchanged.

14. Unchanged.

15. Unchanged

Indemnities to Directors and Others

16. Unchanged.

Executive Committee

17. Add the following sentence at the end of clause 17:

An executive committee member is automatically removed the moment that member ceases to be a director of the Association.

- 18. Unchanged.

Powers of Directors

- 19. Unchanged.
- 20. Unchanged.
- 21. Unchanged.

Officers

- 22. Unchanged.
- 23. Unchanged.
- 24. Unchanged.
- 25. Unchanged.

Duties of Officers

- 26. Unchanged.
- 27. Unchanged.
- 28. Unchanged.
- 29. Remove the last sentence of clause 29 and replace with the following:

The seal of the Association shall at all times be kept at the Head Office of the Association.

- 30. Unchanged.
- 31. Unchanged.
- 32. Remove the first sentence of clause 32 and replace with the following:

Contracts, documents or any instrument in writing requiring the signature of the Association, where the amount to be paid out by the Association is more than \$1000.00, shall be signed by any two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. Contracts, documents or any instrument in writing where the amount to be paid by the Association is \$1000.00 or less may be signed by any one (1) officer of the Association, on an ongoing basis, as approved by the board of directors.

Meetings

- 33. Unchanged.

34. Unchanged.

35. Remove the last sentence of this clause, and replace with the following:

Each adoptive family holding a voting membership in the Association shall have the right to exercise one (1) vote.

36. Unchanged.

37. Unchanged.

38. Unchanged.

Patrons

39. Unchanged.

Minutes of Board of Directors and Executive Committee

40. Unchanged.

Voting of Members

41. Unchanged.

Financial Year

42. Unchanged.

Committees

43. Add the following sentence at the end of clause 43:

Any members so appointed must hold a voting membership in the Association throughout the term of their appointment to a committee.

Amendment of Bylaws

44. Unchanged

Auditors

45. Unchanged.

Books and Records

46. Unchanged.

Rules and Regulations

47. Unchanged.

Interpretation

48. Unchanged.