CLEAN AIR PARTNERSHIP
BY-LAW NO. 2024-01

DATE: <*>

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Clean Air Partnership Governance Framework

The details below provide an overview of the structure and governance framework of the Clean Air Partnership ("**CAP**" or the "**Corporation**").

History, Governance and Regulatory Framework:

CAP was incorporated as Toronto Atmospheric Fund Foundation pursuant to a now-repealed special act of the Ontario legislature titled *Toronto Atmospheric Fund Act, 1992*. CAP was continued as a corporation without share capital under the name "Clean Air Partnership" pursuant to the *Toronto Atmospheric Fund Act, 2005*, S.O. 2005 (the "**TAF Act**").

The TAF Act (1) directly mandates certain CAP structural and governance matters (which have been incorporated directly into this By-law), (2) it delegates to the City of Toronto (the "**City**") the power to make policies governing the structure, composition, appointment, removal, meetings and procedures of CAP's board of directors, including rules respecting quorum, vacancies and other matters necessary for the board to function and (3) authorizes the City to sub-delegate any of such City powers to the Toronto Atmospheric Fund ("**TAF**") board of directors or the CAP Board of Directors.

The City has passed By-law No. 226-2013 (the "**City By-law**") which, among other things, (a) rescinds all authority previously delegated to TAF to determine certain CAP governance matters and (b) delegates to CAP the power to determine all of the governance matters set out in Subsection 18(1) of the TAF Act, subject to the CAP board complying with certain governance practices specified in the City By-law, some of which are also required by the TAF Act, and all of which are incorporated in this By-law.

CAP is also subject to the *Not-for-Profit Corporations Act,* 2010 (Ontario) ("**ONCA**") as it relates to any matters of governance that are not determined by the TAF Act and its delegated authorities. In this regard, it is noted that TAF Act Section 17(1) provides that CAP is "composed of the members of its board of directors". This is interpreted to mean that there is no separate body of membership, and accordingly, that ONCA's provisions relating to "members" have no application to the governance of CAP.

So long as CAP is a charity it must also consider the requirements of the *Charities Accounting Act* (Ontario) and its regulations (the "***CAA***"), including the CAA's restrictions on remuneration of directors of a corporate charity) as well as the obligation to invest its funds in accordance with the *Trustee Act* (Ontario).

This by-law is drafted in the context of the foregoing framework and is intended to comply with the CAA, the TAF Act, the City By-law and, to the extent it deals with any governance matters not contemplated by the foregoing authorities, with ONCA.

Other relevant TAF Act provisions:

While the TAF Act's (and the City By-law's) mandated governance requirements are incorporated directly in this By-law, following are other TAF Act provisions that CAP's Board of Directors should be aware of:

- Pursuant to Section 26(4) the City is not permitted to contribute funds to the Corporation, but is permitted to pay the Corporation for services provided to the City under contract and is permitted to transfer emission credits to the Corporation.

- Pursuant to Section 27(1), the Corporation is deemed not to be a local board of the City for the purposes of (a) the *Municipal Act, 2001*, except Section 216 of the *Municipal Act, 2001* and (b) the *Municipal Affairs Act*.

BY-LAW NO. 2024-01

A by-law made pursuant to City By-law Section 6.b relating generally to the conduct of affairs of

CLEAN AIR PARTNERSHIP

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 GENERAL

1.1 Definitions

(a) "Arrangement with a Director or Connected Person" means a contract or transaction between the Corporation and a Director (or a person connected to a Director within the meaning of CAA O. Reg. 4/01 section 2.1) that would result in the Corporation making a payment from its charitable property to any such Director or connected person, but does not include reimbursement to a Director for reasonable expenses incurred in the performance of his or her duties as a Director;

(b) "Board" means the board of Directors of CAP;

(c) "CAA O. Reg. 4/01" means O. Reg 4/01 under the *Charities Accounting Act* (Ontario) as supplemented or replaced from time to time;

(d) "CAP" or "Corporation" means the Clean Air Partnership;

(e) "City" means the City of Toronto;

(f) "City By-law" means the *City of Toronto By-Law No. 226-2013*, as it may be supplemented or replaced from time to time;

(g) "Director" means an individual occupying the position of director of the Corporation;

(h) "Indirect Pecuniary Interest" of a Director means a pecuniary interest in a matter held by the Director by virtue of them (or their nominee) being (i) a shareholder in, or a director or senior officer of, a corporation that does not offer its securities to the public, (ii) a person who has a controlling interest in or is a director or senior officer of, a corporation that offers its securities to the public, (iii) a member of a body, or (iv) a partner of a person or an employee of a person or body that has a pecuniary interest in the matter.

(i) "Ineligible Individual" has the meaning given to it in the *Income Tax Act* (Canada), as it may be amended.

(j) "Officer" means any officer of the Corporation appointed by the Board;

(k) "ONCA" means the Ontario *Not-for-Profit Corporations Act, 2010*, as it may be supplemented or replaced from time to time; and

(l) "TAF Act" means the *Toronto Atmospheric Fund Act, 2005,* as it may be supplemented or replaced from time to time.

1.2 Interpretation

In this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders. References to Sections are to sections of this By-law unless otherwise specified. The headings and table of contents in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this by-law.

1.3 Primacy and Conflicts

(a) In the event of any conflict or ambiguity between the terms of this By-law, the TAF Act and the City By-law, the following order of precedence shall apply: (i) the terms of the TAF Act shall prevail over the terms of the City By-law and this By-law; (ii) the terms of the City By-law shall prevail over the terms of this Bylaw.

(b) The Directors shall amend this By-law to eliminate any such conflict or ambiguity, including if any amendment to or replacement of the TAF Act or the City By-law results in such conflict or ambiguity. Notwithstanding the foregoing, no such conflict shall affect the validity of any act done, or right, privilege obligation or liability acquired or incurred by the Corporation prior to such amendment.

1.4 Head Office

The head office of the Corporation shall be in Toronto.

1.5 Execution of Documents

(a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Directors may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.

(b) Notwithstanding the foregoing, any Officer or Director may sign certificates and similar instruments on the Corporation's behalf with respect to any factual matters relating to the Corporation's activities and affairs, including certificates verifying copies of the Articles, by-laws, resolutions and minutes of meetings of the Corporation.

(c) The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be an electronic image, written, stamped, type-written or printed or partly an electronic image, written, stamped, type-written or printed.

1.6 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or a committee of Directors, is as valid as if it had been passed by a vote held at such meeting.

1.7 Banking Arrangements

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution.

SECTION 2 PURPOSES

2.1 Purpose of the Corporation

(a) Pursuant to TAF Act Section 19, the objects of the Corporation are to receive, control and use donations:

(i) To promote global climate stabilization by the reduction of emissions of greenhouse gases and greenhouse gas precursors into the atmosphere through public education, scientific research and technology development.

(ii) To promote air quality improvement.

(iii) To promote public understanding of global warming and air quality problems and their implications for the urban environment.

(iv) To promote projects related to energy conservation and efficiency, global climate stabilization and air quality improvement, including projects promoting the creation and preservation of carbon sinks.

(b) Pursuant to TAF Act Section 20, the Corporation is permitted to accept donations where some portion of the benefit is directed to be applied to purposes outside of Ontario.

2.2 Non-profit Purposes

Pursuant to the TAF Act, the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the property of the Corporation shall be used in promoting its objects.

SECTION 3 BOARD OF DIRECTORS

3.1 Duties of Directors

(a) The Directors shall be responsible for the governance of the Corporation and to manage, or supervise the management of, the activities and affairs of the Corporation. The Directors

may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the TAF Act, the City By-law, this By-law or ONCA (to the extent ONCA is not inconsistent with the TAF Act or the City By-law) expressly directed or required to be done in some other manner.

3.2 Standards of Care

Every Director and Officer, in exercising their powers and discharging their duties to the Corporation, shall:

(a) act honestly and in good faith with a view to the best interest of the Corporation; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

3.3 Number of Directors

The Board shall consist of a minimum of 3 and a maximum of 11 Directors, as determined by the Board from time to time.

3.4 Nomination of Directors

In each year where one or more Directors is to be elected to the Board, the Nominations Committee will recommend to the Board individuals for such election in accordance with Section 6.2(b). The Board as a whole will determine the slate of candidates to be elected at the next annual general meeting, or at such other meeting as the Board may hold for the purpose of electing one or more Directors.

3.5 Term Limits and Rotation

(a) Each Director shall be elected to hold office for a 3 year term and shall be eligible for re-election upon the end of their initial term in office, if otherwise qualified, for a second consecutive term of three years, for a maximum of six consecutive years in office. A Director who has served for six consecutive years on the Board shall not be eligible for reelection until they have not served as a Director for a minimum of one year.

(b) Despite the foregoing, a Director continues to hold office upon the expiry of their term of office until a successor is appointed.

(c) Directors shall be elected and retire in rotation with objective of having no more than 25% of Directors retire as a Director in each year.

3.6 Qualifications

The following persons are disqualified from being a Director:

(a) any employee of the City of Toronto or its agencies or corporations;

(b) a person who is less than 18 years of age;

(c) a person who has been found to be incapable of managing property under the *Substitute Decisions Act, 1992* or under the *Mental Health Act*

(d) a person who has been found to be incapable by a court in Canada or elsewhere;

(e) a person who is an Ineligible Individual, unless such person has disclosed such status to the Board and the Board has nevertheless approved such person to be a Director;

(f) a person who is not an individual; and

(g) a person who has the status of bankrupt.

3.7 Filling Vacancies Among Directors

The Directors may fill a vacancy among the Directors. A Director appointed to fill a vacancy holds office for the unexpired term of their predecessor.

3.8 By-laws

Pursuant to TAF Act Section 21, the Board may make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation and are needed to carry out the objects of the Corporation.

3.9 Duty to Disclose if Ineligible Individual

Every Director or Officer of the Corporation who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that they have become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.

3.10 Remuneration of Directors and Charities Accounting Act

(a) Pursuant to the TAF Act, Directors shall serve without remuneration but may be reimbursed for reasonable expenses incurred in the performance of their duties and Directors shall not directly or indirectly receive any profit from their position on the Board.

(b) Without limiting the foregoing, so long as the Corporation is a charity operating in Ontario, if it wishes to enter into an Arrangement with a Director or Connected Person, the Board must comply with the requirements of CAA O. Reg. 4/01 section 2.1 before entering into such arrangement, or alternatively obtain an order of a court of competent jurisdiction to authorize the Corporation to enter into such arrangement.

3.11 Indemnity of Directors and Officers

(a) Subject to compliance with CAA O. Reg. 4/01 section 2 and subject to Section 3.11(c) of this By-law, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or Officer, or an individual acting in a similar capacity for another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

(b) Subject to compliance with CAA O. Reg. 4/01 section 2, the Corporation may purchase and maintain insurance for the purposes of indemnifying a person described in this section.

(c) The Corporation shall not indemnify an individual identified in Section 3.11(a) unless:

(i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as a Director or Officer or in a similar capacity at the Corporation's request; and

(ii) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

3.12 Responsibility for Acts

Subject the fiduciary and other duties of directors under applicable law, the Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

SECTION 4 MEETINGS OF THE BOARD

4.1 Regular Meetings

Meetings of the Board may be held at any place within Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the Executive Director or any two Directors at any time.

The Board shall meet at least once per calendar quarter and may appoint a day or days in any year for regular meetings of the Board at a place and time named and no further notice of any such pre-scheduled regular meetings shall be required. The Board shall hold a meeting immediately following the annual general meeting of the Corporation for the purpose of appointing officers and the transaction of any other business. No notice of such meeting shall be necessary in order to constitute such meeting provided a quorum of Directors is present.

4.2 Annual General Meeting

The annual general meeting of the Corporation shall be held each year within Ontario, at a time, place and date determined by the Board but in no event shall the meeting be held later than June 30th of any year to ensure timely submission of audited financial statements with Canada Revenue Agency. The following business shall be addressed at the annual general meeting:

a) Finances: Hearing and receiving the annual financial report and statements, additional financial reports as available and audit report and appointing the auditor and fixing or authorizing the Board to fix the auditor's remuneration;

b) Appointment of Directors: Based on recommendations from the Nomination Committee as approved by the Board, the Board shall appoint Directors that meet all requirements and help ensure a diversity of needs, skills and expertise; and

c) The transaction of any other business properly brought before the meeting.

4.3 Meetings Open to the Public

(a) Subject to this Section 4.2, meetings of the Board and its committees shall be open to the public and no person shall be excluded from a meeting except for improper conduct as determined by the chair of the meeting.

(b) Before holding a meeting or part of a meeting that is to be closed to the public pursuant to this Section, the Directors shall state by resolution the fact that the meeting is to be a closed meeting and the general nature of the matter to be considered at the closed meeting.

(c) A meeting or part of a meeting of the Board or any committee may be closed to the public if the subject matter is captured in section 239 of the *Municipal Act, 2001* which at the date hereof includes:

(i) the security of the property of the Corporation;

(ii) personal matters about an identifiable individual, including Corporation employees;

(iii) a proposed or pending acquisition or disposition of land by the Corporation;

(iv) labour relations or employee negotiations;

(v) litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;

(vi) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

(vii) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another act or legislation;

(viii) information explicitly supplied in confidence to the Corporation by Canada, a province or territory or a Crown agency of any of them;

(ix) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Corporation, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;

(x) a trade secret or scientific, technical, commercial or financial information that belongs to the Corporation and has monetary value or potential monetary value;

(xi) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Corporation; or

(xii) the meeting is held for the purpose of educating or training the Directors and at the meeting, no Director discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Corporation.

(d) A meeting or part of a meeting of the Board or any committee shall be closed to the public if the matter being considered is:

(i) a request under the *Municipal Freedom of Information and Protection of Privacy Act*; or

(ii) an ongoing investigation respecting the Corporation by the Ombudsman appointed under the *Ombudsman Act*, or a municipally appointed investigator.

(e) A vote at a meeting of the Board may be closed to the public if it's permitted or required pursuant to this section, or if the vote is for a procedural matter or for giving directions or instructions to officers, employees, agents, contractors or other service providers of the Corporation.

4.4 Quorum

A quorum for the transaction of business at meetings of the Board shall be the number of Directors equal to at least a simple majority of the Board. Notwithstanding the foregoing, if by reason of Section 7.1(a), the number of Directors able to participate in a meeting is less than quorum then the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than two.

4.5 In-Person, Hybrid or Electronic Meetings

Provided all of the Directors present at, or participating in, a meeting of the Board or a committee of the Board consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director

participating in the meeting by those means is deemed for the purposes of this By-law to be present at the meeting.

4.6 Conduct and Order of Business

At all regular meetings of the Board, unless otherwise determined by the Chair or by resolution of the Board, the business of the meeting shall, subject to the availability of material, be conducted in the following order:

(i) Declarations of interest pursuant to Section 7 in respect of any items on the meeting agenda;

(ii) Approval of minutes of previous meeting;

(iii) Business arising from minutes;

(iv) Receipt of update on the Corporation's financial position, tabling of any financial reports and giving of any necessary approvals;

(v) Report on the progress made by the Corporation in meeting its objectives;

(vi) Items of new business of which notice was given prior to the meeting; and

(vii) Other business which may properly come before the meeting.

4.7 Procedure at Meetings

Except as provided in this By-law, the rules of procedure set out in *Wainberg's Society Meetings including Rules of Order* (latest edition) shall be applicable to the conduct of Board and members' meetings.

4.8 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

4.9 Adjournments

The Chair, Secretary or Treasurer, as the case may be, may, with the consent of the meeting, adjourn the meeting to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

SECTION 5 OFFICERS

5.1 Election and Appointment

The Board shall annually or more often as may be required appoint from amongst the Directors, a Chair, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer. All Officers shall be Directors, except (a) Officers with the titles of Executive Director or Operations Director, who shall not be Directors and (b) the Executive Director may also be appointed as Secretary of the Corporation. The Board may designate the offices of the Corporation, appoint as Officers and replace existing Officers, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation as often as may be required as determined from time to time by the Board.

5.2 Remuneration

Without limitation to Section 3.10, Officers who are also Directors shall serve without remuneration but may be reimbursed for reasonable expenses incurred in the performance of their duties.

5.3 Duties of Officers May be Delegated

In case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

5.4 Chair of the Board

The Chair shall, when present, preside at all meetings of the Board. A Director shall not be entitled to be appointed as Chair unless they have been a Director for at least one year.

5.5 Vice-Chair of the Board

If a Vice-Chair has been appointed, then they shall, in the absence of the Chair, preside at all meetings of the Board. A Director shall not be entitled to be appointed as Chair unless they have been a Director for at least one year.

5.6 Executive Director

The Corporation may, pursuant to a written agreement of which the terms and conditions must be approved by the Board, employ an Executive Director. The Executive Director shall perform such duties as may be established in such agreement, including such of the duties of the officers referred to in this By-law as may be delegated them. In the event of any conflict between this By-law and the employment agreement between the Executive Director and the Corporation, the employment agreement terms shall prevail.

SECTION 6 COMMITTEES

6.1 Constitution

The Board may from time to time establish and disband such standing or ad hoc committees, and appoint to them such person or persons from amongst the Directors and/or the Executive Director of the Corporation, as it deems necessary or appropriate for such purposes and with such powers and duties as it shall see fit. No committee meeting shall be properly constituted unless a majority of members of the committee are present. The Board may fill vacancies on a committee in its absolute discretion.

6.2 Standing Committees

Subject to the Board's discretion pursuant to Section 6.1, there shall be the following standing committees:

(a) **Executive/Governance Committee**

(i) There shall be an executive and governance committee composed of three Directors selected by the Board. The Executive/Governance Committee shall exercise such powers, if any, as are authorized by the Board from time to time. Any Executive/Governance Committee member may be removed by a majority vote of the Board. Executive/Governance committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.

(ii) Meetings of the Executive/Governance committee shall be held at any time and place to be determined by the members of such committee. Any two members may call a meeting. All meetings shall be held at the municipality in which the head office of the Corporation is located, unless otherwise determined by the committee. 48 hours written notice, by electronic means, of such meeting shall be given to each member. Two members of such committee shall constitute a quorum. No error or inadvertent omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

(iii) Without limitation to its other responsibilities as determined by the Board, the executive/governance committee shall be responsible for conducting Board performance evaluations, establishing and implementing a process for creating and updating applicable Board policies, and monitoring governance and regulatory compliance issues.

(b) **Nominations Committee**

(i) Following each annual general meeting, the Board will appoint a Nominations Committee comprised of a minimum of three individuals, at least a majority of whom

shall be Directors. Any vacancy on the Nominations Committee that occurs prior to the next annual general meeting shall be filled by the Board. A quorum for the transaction of business at a meeting of the Nominations Committee shall be all of the members then appointed. The Nominations Committee shall elect a chair from among its members. The Nominations Committee shall prepare, and recommend to the Board, a slate of candidates to be appointed to the Board at the next annual general meeting and shall also make a recommendation to the Board if there is a casual vacancy on the Board to be filled in the interim between annual general meetings. All decisions of the Nominations Committee shall be decided by a majority vote.

(ii) Director candidates shall be selected by the Nominations Committee based on the diversity of competencies, experience, character, expertise and qualifications required for the Corporation and the Board and their respective activities. Such needs will be reviewed and updated by the Nominations Committee at minimum on an annual basis. The Nominations Committee shall also develop and implement an annual process for identifying potential Director candidates that fill identified needs.

SECTION 7 CONFLICTS OF INTEREST

7.1 Municipal Conflict of Interest Act

(a) Pursuant to the TAF Act, the provisions of the Ontario *Municipal Conflict of Interest Act* shall apply to the Corporation as if it were a "local board" within the meaning of such statute. Without limiting the foregoing, in each instance that a Director, whether in their personal capacity or acting with, for or through another person, has any pecuniary interest (including an Indirect Pecuniary Interest) in any matter and is present at a meeting of the Board at which the matter is being discussed, then the Director:

i. shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;

ii. shall not take part in the discussion of, or vote on any question in respect of the matter; and

iii. shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question

(b) Where such meeting is not open to the public, the Director shall forthwith leave the meeting or the part of the meeting during which the matter is under consideration.

(c) Where the interest of a Director has not been disclosed as required by reason of the Director's absence from the meeting referred to in Section 7.1(a), the Director shall disclose the interest and otherwise comply with Section 7.1(a) at the first meeting of the Board, as the case may be, attended by the Director after the meeting referred to in Section 7.1(a).

7.2 Influence

Where a Director, either on their own behalf or while acting for, by, with or through another person, has any pecuniary interest (including an Indirect Pecuniary Interest) in any matter that is being considered by an officer or employee of the Corporation, or by a person or body to which the Board has delegated a power or duty, the Director shall not use their office in any way to attempt to influence any decision or recommendation that results from consideration of the matter.

7.3 Record of disclosures

(a) At a meeting where a Director discloses an interest under Section 7.1(a), or as soon as possible afterwards, the Director shall file a written statement of the interest and its general nature with the Secretary.

(b) Every declaration of interest and the general nature thereof made under Section 7.1 shall, where the meeting is open to the public, be recorded in the minutes of the meeting by the Secretary. If the meeting is not open to the public, then the declaration only (and not the general nature of the interest) shall be recorded in the minutes of the next meeting that is open to the public.

(c) The Corporation shall maintain copies of all written statements made pursuant to Section 7.3(a).

(d) Copies of all such written statements and declarations of interest recorded in meeting minutes shall be available for public inspection at such times and in such manner as the Corporation may determine.

SECTION 8 FINANCIAL STATEMENTS AND RECORDS

8.1 Audit

Every year, the Board shall appoint a licensed public accountant to audit to financial statements of the Corporation. The Board provide such auditor's report to the City of Toronto through the City Liaison. Pursuant to TAF Act Section 25(2) the auditor's report shall set out information separately for assets held in the common trust fund and assets held in separate accounts and must (a) set out the revenue and expenses, balance sheet and capital account and grants paid or held in trust for the Corporation; and (b) describe in detail the purposes for which the income has been used and expenses incurred.

8.2 Restrictions on Auditor

The following shall not be appointed as auditor for the Corporation:

(i) A Director, officer or employee of the Corporation;

(ii) A director, officer or employee of an agency, board or commission of the City.

(iii) A director, officer or employee of a subsidiary of the Corporation, TAF or the City.

(iv) A director, officer or employee of a partner of TAF.

(v) A director, officer or employee of a co-venturer of TAF or the Corporation.

(vi) A partner, employee or employer of a person described in paragraph (i) through (v) above.

8.3 Publishing of Financial Statements

The audited annual financial statements shall be published on the Corporation website.

8.4 Books and records

Pursuant to TAF Act Section 27(3), the Corporation is deemed to have been designated as an "institution" to which MFIPPA applies. Accordingly, the Directors shall ensure that all books and records are kept up to date and stored in such location such that the Corporation can comply with and respond to any requests made under the *Municipal Freedom of Information and Protection of Privacy Act*.

SECTION 9 DISSOLUTION

9.1 Disposition of property on dissolution

Pursuant to TAF Act Section 28(3), if the City passes a by-law to dissolve the Corporation pursuant to TAF Act Sections 28(1), then the Corporation shall distribute its remaining property (after discharge of its debts and liabilities, including but not limited to any restricted donation requirements) to a charitable organization in Canada having objects similar to those of the Corporation.

SECTION 10 REPEAL OF PREVIOUS BY-LAWS

10.1 Repeal

Upon this by-law coming into force pursuant to Section 3.8, all prior By-laws of the Corporation, including, By-law No. 1 of the Corporation are repealed. However, such repeal shall not affect the previous operation of such By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such By-laws prior to such repeal. All Officers and persons acting under such repealed By-laws shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Directors with continuing effect passed under such repealed By-laws shall continue good and valid, until amended or repealed, except to the extent inconsistent with this by-law or the Act.

[SIGNATURE PAGE FOLLOWS]

CERTIFIED to be By-Law No. 2024-01 of the Corporation, as enacted and confirmed by the Directors on the _____day of_____, 2024.

<*>, Chair

<*>, Secretary

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