



AGENDA
Members of the Corporation
ANNUAL MEETING
October 15, 2025 at 6:00 pm

In person at Brentwood (2335 Dougall Avenue, Windsor, Ontario) and virtually via Zoom

Item	Topic	Responsibility	Time	Attach.
1.0	CALL TO ORDER AND WELCOME	Julie Santarossa	6:00 pm	
1.1	Quorum (25 members present)	Julie Santarossa	6:02 pm	
1.2	Land Acknowledgement <i>We acknowledge that we are on land and surrounded by water, originally inhabited by Indigenous Peoples who have travelled this area since time immemorial. This territory is within the lands honoured by the Wampum Treaties; agreements between the Anee-shena-bay, Ho-do-no-shonee, Lenne-lena-pay, and allied Nations to peacefully share and care for the resources around the Great Lakes. Specifically, we would like to acknowledge the presence of the Three Fires Confederacy Ojib-way, Odawa, Po-ta-wata-mee and Huron/Wendat Peoples. We are dedicated to honouring Indigenous history and culture while remaining committed to moving forward respectfully with all First Nations, Inuit, and Métis.</i>	Julie Santarossa	6:04 pm	
1.3	a) Alumni Inspirational Messages (2 persons) b) Introduction of Board Members	Julie Santarossa	6:07 pm	
1.4	Approval of the Agenda <i>Motion: THAT the Agenda for the October 15, 2025 Annual Meeting be approved as presented.</i>	Julie Santarossa	6:23 pm	X
1.5	Declaration of Conflict of Interest	Julie Santarossa	6:25 pm	
1.6	Approval of Previous Minutes <i>Motion: THAT the minutes of the Annual Meeting on October 16, 2024 and adjourned meeting on January 8, 2025, be approved as presented.</i>	Julie Santarossa	6:26 pm	X
2.0	REPORTS			
2.1	Report of the Board Chair (see Annual Report)	Julie Santarossa	6:30 pm	BRH Website
2.2	Report of the Executive Director (see Annual Report)	Sonja Grbevski	6:32 pm	BRH Website
2.3	Report of the Financial Statements for the Year Ended March 31, 2025 <i>Motion: THAT the Corporation’s 2024-2025 audited financial statements for the financial year ended March 31, 2025, are hereby received, as presented</i>	Allen Provost Rep. from Roth Mosey	6:35 pm	BRH Website
2.4	Appointment of Auditors for 2025-2026 Fiscal Year <i>Motion: THAT Roth Mosey be appointed as the auditors for Charity House (Windsor) operating as Brentwood Recovery Home for the year ending March 31, 2026.</i>	Allen Provost	7:15 pm	
3.0	APPROVAL OF ARTICLES OF AMENDMENT AND BY-LAW 2025-1			
3.1	Approval of Articles of Amendment <i>Motion: As appended</i>	Julie Santarossa/ Miller Thomson LLP	7:20 pm	BRH Website
3.2	Approval of Bylaw 2025-1 <i>Motion: As appended</i>			
4.0	ELECTION OF DIRECTORS			
4.1	2025 Board Member Elections <i>The Members of the Corporation have elected the following three individuals to the Board of Directors: [List Names] to serve as Alumni Directors for the four-year term 2025-2029.</i> <i>The Members of the Corporation have elected the following individual to the Board of Directors: [List Name] to serve as Alumni Director for the three-year term 2025-2028.</i> <i>The Members of the Corporation have elected the following individual to the Board of Directors: [List Name] to serve as a Non-Alumni Director for the four-year term 2025-2029.</i> <i>The Members of the Corporation have elected the following individual to the Board of Directors: [List Name] to serve as a Non-Alumni Director for a one-year term 2025-2026.</i>	Julie Santarossa/ Sonja Grbevski	8:05 pm	
4.2	Acknowledgement of Outgoing Directors	Julie Santarossa	8:55 pm	
5.0	ADJOURNMENT			
5.1	Adjournment <i>Motion: THAT the 2025 Annual Meeting of Charity House (Windsor)/Brentwood Recovery Home be adjourned.</i> Close	Julie Santarossa	9 pm	



MINUTES OF THE ANNUAL MEETING

October 16, 2024

In person at Brentwood and via Zoom

ATTENDANCE

BOARD DIRECTORS	<input checked="" type="checkbox"/> Ken Courtenay, Chair	<input type="checkbox"/> Cari May (on leave)	<input checked="" type="checkbox"/> Maureen Rudall (Non-Alumni)
	<input checked="" type="checkbox"/> Allen Provost, Treasurer	<input checked="" type="checkbox"/> Ervin Keczem	<input checked="" type="checkbox"/> Rick Pilon
	<input checked="" type="checkbox"/> Sonja Grbevski (Non-Alumni)	<input checked="" type="checkbox"/> Linda Lloyd-Dupuis	<input type="checkbox"/> Norbert Bolger (Lottery Home Builder)
	<input type="checkbox"/> Scott Collier	<input checked="" type="checkbox"/> Julie Santarossa (Non- Alumni)	
	<input checked="" type="checkbox"/> Brooke Correia (Non-Alumni)		
EX-OFFICIO SECRETARY OF THE CORPORATION	Elizabeth Dulmage (Zoom)		
ADMINISTRATION/ STAFF	Rosanne St. Denis (recorder) Jenny Baird Jenn Bastien Kelly Davey Matt Ditty	Ben Friesen Paul Guarasci Jenn Lavin Marylene Lepine Joe Papa	Russ Robinet Ian Owen Paul McCann Rick Schram
GUEST(S)/NON- MEMBERS	Serena Nguyen, Roth Mosey Christina Przytocky, Roth Mosey Daniel Cassady Charmaine Friesen	Patrick Kolowicz Kristin Krahn Jon Mailloux Chuck Marshall	Gary Quinn John Thompson Marc Zakoor
MEMBERS OF THE CORPORATION	Don Affleck Sara Allen Darin Baker Linus Bastien Martin Desmond Brown Adrienne Brown Cheryl Chaney Rick Chicon (Zoom) Jeffrey Ciebin Jody Coghill (Zoom) Derek Damm Lynda Dopson Rheal Dupuis Tom Dupuis Amanda Farnham David Fitter Lorna Foster Carolyn Gerard Jim Gerard	Ann Guarasci Randy Hurlbert (Zoom) Matt Kowalski Jerome Labbe Norma Laliberte Kathy Langlois Andrew Lappalainen Joan Lennox Daniel Lessard Aubrey MacDougall Dave MacLeod Glen Malott Lise Malott Ken Matsuo Ryan Mills Gloria Mousseau Rick Parent Christine Renaud	Leonard (Joe) Renaud Ed Riedl (Zoom) Oda Riedl (Zoom) Karen Roberts Jeremy Roberts Sue Robinson Donna Ryan Bill Sandre Henry Sauve Tina Sisson Connie Smith Rob Smith Dan Souilliere Joan Souilliere Joan Zakoor

1.0 CALL TO ORDER & WELCOME

K. Courtenay welcomed everyone to the Annual Meeting of Charity House (Windsor) operating as Brentwood Recovery Home. The meeting was called to order at 6:01 pm.

1.1 ALUMNI INSPIRATIONAL MESSAGES

Alumni and Members of the Corporation Dan L. and Sue R. shared their recovery journey.

1.2 QUORUM

K. Courtenay took roll call of all Board members present and thanked everyone present for their attendance. In accordance with Bylaw 7.06 quorum (minimum of 25 voting members present) was achieved.

1.3 LAND ACKNOWLEDGEMENT

K. Courtenay read the Land Acknowledgement.

1.4 APPROVAL OF AGENDA

Moved by: S. Grbevski

Seconded by: M. Rudall

THAT the Agenda for the October 16, 2024 Annual Meeting be approved as presented. CARRIED.

1.5 DECLARATION OF CONFLICT OF INTEREST- none declared.

1.6 APPROVAL OF PREVIOUS MINUTES

Moved by: J. Ciebin

Seconded by: D. Lessard

THAT the Minutes of the October 18, 2023 Annual Meeting be approved as distributed. CARRIED.

2.0 REPORTS

2.1 Report of the Board Chair

The Chair summarized his report on page 8 of the AGM package.

2.2 Report of the Executive Director

J. Baird highlighted the Executive Director's report on page 9.

2.3 Report of the Financial Statements for Year End March 31, 2023

The Board Treasurer introduced Christina Przytocki of Roth Mosey who presented the audited financial statements for the year ending March 31, 2024. The audit was conducted in May 2023 with representative(s) from Roth Mosey meeting with the Board in June for approval. The financial statements were made available on the screen in addition to being provided as part of the AGM handout.

C. Przytocki focused her review on the Statement of Financial Position (page 14) and Statement of

Operating Fund Activities and Fund Balance (page 15). The auditor and board treasurer fielded questions from the floor specifically about the Alumni Development Fund, CIRF monies, monies being received and sent back. It was suggested that Administration received an abundance of CIRF funds over the years however there was no evidence of it being spent on building renovations. Christina Przytocki and Board member Allen Provost responded to questions about the Alumni Development fund.

The Treasurer congratulated Roth Mosey on a job well done.

2.4 Appointment of Auditors for 2024-2025 Fiscal Year

Moved by: B. Sandre

Seconded by: C. Chaney

THAT Roth Mosey be appointed as the auditors for Charity House operating as Brentwood Recovery Home for the year ending March 31, 2025.

CARRIED.

3.0 PRESENTATION

3.1 Amendments to Bylaws

J. Santarossa reviewed the individual bylaws to be added/amended to Bylaw 2020-1 as follows:

Moved by: R. Parent

Seconded by: A. Provost

THAT each of the bylaws be dealt with separately.

CARRIED

Borrowing authority and delegation of borrowing authority.

(no wording in bylaws to allow for borrowing/setting out authority for borrowing of money if needed)

“The Board may:

- a) borrow money on the credit of the Organization; or***
- b) charge, mortgage, hypothecate or pledge all or any of the personal property of the Organization, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Organization.***

The Board may authorize the Chair of the Board, or an officer or employee of the Organization to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining

due by the Organization as the members of the Board may authorize and generally to manage, transact and settle the borrowing of money by the Organization.

The Board shall ensure that borrowing and lending transactions are in compliance with financial standards and processes as required by external governing and regulatory bodies."

A member of the corporation recommended proposed revisions to the clause to add more oversight to the approval process. It was stated that this by-law would go back to Governance & Nominating Committee to take member comments into consideration for possible revision.

Books and records

(nothing in the current bylaws to address maintenance of books and records.)

Moved by: S. Grbevski

Seconded by: B. Sandre

"That the Directors shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any statute or laws are regularly and properly kept."

CARRIED

Interpretation

(nothing in the bylaws to address "singular", "plural", "person", "corporation")

Moved by: R. Pilon

Seconded by: R. Parent

"In the By-laws and special resolutions of the Corporation "singular" shall include the plural and plural shall include the singular; the word "person" shall include firms and corporation and the masculine shall include the feminine and neuter. Whenever reference is made in any By-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such a statute or section thereof, as the case may be."

CARRIED

Officers

(No wording to take into account the Past Chair position.)

"THAT the following addition be made to Policy #9 Officers under 9.01 to add subsection (v) Past Chairperson to officers of the Corporation as well as add section (f) The Past Chairperson may continue to serve in an ex-officio capacity for one year after their term as Chair is completed. The Past Chair Acts as a resource to the Chair and the Board providing input and raising awareness of policies, process and of historical perspective as appropriate. "

Moved by: R. Pilon

Seconded by: M. Rudall

THAT the clause be amended to state the position is a non-voting position.

“THAT the following addition be made to Policy #9 Officers under 9.01 to add subsection (v) Past Chairperson to officers of the Corporation as well as add section (f) The Past Chairperson may continue to serve in an ex-officio **non-voting position capacity** for one year after their term as Chair is completed. The Past Chair Acts as a resource to the Chair and the Board providing input and raising awareness of policies, process and of historical perspective as appropriate. “

CARRIED

3.2 2023-2024 Board Members

The Chair introduced the slate of Board Members as follows:

Ken Courtenay (Chair)	Linda Lloyd-Dupuis
Sonja Grbevski (Vice-Chair)	Cari May
Allen Provost (Treasurer)	Rick Pilon
Scott Collier	Maureen Rudall
Brooke Gyetvai	Julie Santarossa
Ervin Keczem	Norbert Bolger (Dream Home Builder)

[NOTE: Jenny Baird, Janis Cramp, Grace Doiron, Glen Malott, Joe Papa and Donna Ryan have resigned. Jenny Baird, Janis Cramp and Joe Papa were recruited by Brentwood in 2023]

The Chair thanked board members for their time and commitment during the 2023-2024 term.

3.3 2024 Board Member Elections

The Chair explained the process for elections. Seven vacant alumni positions and one non-alumni position were slated for election. There were five nominees on the ballot. There were originally 6 vacant alumni positions until the Secretary of the Board resigned in September. There was an administrative error whereby Marco Roy had to be removed from the ballot as he did not meet the length of time for having been approved as a Member of the Corporation. He will be appointed to the Board at the next meeting. Gabriel Rich has also been removed as Administration has not heard from him since approved by the Governance & Nomination Committee. The Chair reviewed the process for completing the ballots, indicating the nominees would be acclaimed and the vote would be to determine their terms based on the number of votes candidates receive.

Members of the corporation raised objection to the slate of candidates put forward indicating they cannot be acclaimed under ONCA as suggested by the Chair. Members voiced that all candidates who applied should be given the opportunity to be elected by vote in accordance with ONCA. Members expressed their opinion that the Board had their own agenda influenced by the Executive Director in the selection of candidates. There was also the accusation that the reason some of the board members had resigned was because of the demeanor of the present board. It was also the opinion of some members that the Executive Director was directing the board in decision making.

Moved by: B. Sandre

THAT the motion from the Chair to acclaim the slate of candidates be overruled.

At this time the Chair adjourned the meeting as it became disruptive.

Moved by: S. Grbevski

Seconded by: J. Santarossa

THAT the meeting be adjourned.

CARRIED

3.4 Acknowledgement of Outgoing Directors

Not addressed.

4.0 ADJOURNMENT

K. Courtenay adjourned the meeting at 8:10 pm under 3.3.

**MEMBERS OF THE CORPORATION
MINUTES OF THE ANNUAL MEETING (Continuation)**

January 8, 2025

In person at Brentwood, 2335 Dougall Avenue, Windsor, Ontario

ATTENDANCE ☒

BOARD	<input checked="" type="checkbox"/> Ken Courtenay, Chair	<input checked="" type="checkbox"/> Cari May	<input checked="" type="checkbox"/> Maureen Rudall
DIRECTORS	<input checked="" type="checkbox"/> Allen Provost, Treasurer	<input type="checkbox"/> Ervin Keczem	(Non-Alumni)
	<input checked="" type="checkbox"/> Sonja Grbevski (Non-Alumni)	<input checked="" type="checkbox"/> Linda Lloyd-Dupuis	<input checked="" type="checkbox"/> Rick Pilon
	<input checked="" type="checkbox"/> Scott Collier	<input checked="" type="checkbox"/> Julie Santarossa (Non-Alumni)	<input type="checkbox"/> Norbert Bolger (Lottery Home Builder)
	<input checked="" type="checkbox"/> Brooke Correia (Non-Alumni)		

EX-OFFICIO
SECRETARY OF THE
CORPORATION

Elizabeth Dulmage

ADMINISTRATION/
STAFF

Rosanne St. Denis (recorder)
Jenn Bastien

Ian Owen

GUEST(S)/NON-
MEMBERS

Asia Browne, Legal Counsel, Miller Thomson LLP
Patrick Kolowicz

MEMBERS OF THE
CORPORATION

Carolyn Adams	Chantal Goulard	Christine Renaud
Sara Allen	Ann Guarasci	Leonard (Joe) Renaud
Darin Baker	Barry Hanson	Karen Roberts
George Baribeau	Martin Hoey	Jeremy Roberts
Linus Bastien	Curtis Jones	Sue Robinson
Sandy Boowe	Peter Konopaski	Marco Roy
Janet Bosley	Matt Kowalski	Betty St. Denis
Paul Boucher	Jerome Labbe	Rick St. Denis
Teena Boucher	Mitchell Laframboise	Bill Sandre
Sandy Bow	Norma Laliberte	Criss Ann Sandre
Joshua Burg	Kathy Langlois	Henry Sauve
Paul Cadieux	Jill Laporte	Jeff Seguin
Cheryl Chaney	Andrew Lappalainen	Tina Sisson
Jeffrey Ciebin	Sam Lepera	Connie Smith
Derek Damm	Daniel Lessard	Rob Smith
Pat Damm	Aubrey MacDougall	Dan Souilliere
Jeffrey DeActis	Dave MacLeod	Joan Souilliere
Amanda Farnham	Glen Malott	Bill Synnott
Mark Favaro	Lise Malott	Toni Timothy
James Fortier	Krystal Marentette	Dennis Torresan
Lorna Foster	Ken Matsuo	Nicole Wengrzynski
Ann Gascon	Chuck Maxim	Braddon Wilkinson
Carolyn Gerard	Gary May	
Jim Gerard	Gloria Mousseau	
Joan Gilchrist		
Ron Gilchrist		

1.0 CALL TO ORDER & WELCOME

K. Courtenay welcomed everyone to this continuation meeting of the October 16, 2024 Annual Meeting of Charity House (Windsor) operating as Brentwood Recovery Home. Asia Browne, Legal Counsel from Miller Thomson LLP was present to support the meeting proceedings and act as scrutineer for voting. The meeting was called to order at 6:02 pm.

1.1 ALUMNI INSPIRATIONAL MESSAGES

No speakers for this continuation meeting.

1.2 QUORUM

K. Courtenay announced in accordance with Bylaw 7.06 a minimum of 25 voting members were present.

1.3 LAND ACKNOWLEDGEMENT

K. Courtenay read the Land Acknowledgement.

1.4 APPROVAL OF AGENDA

Moved by: C. Maxim

Seconded by: R. Smith

THAT the Agenda for the January 8, 2025 Annual Meeting Continuation be amended to add Item 3.1 (a) Borrowing By-law to the agenda as this item was not completed at the last meeting.
CARRIED.

1.5 DECLARATION OF CONFLICT OF INTEREST- none declared.**1.6 APPROVAL OF PREVIOUS MINUTES**

Minutes of the October 18, 2023 AGM were approved at the October 16, 2024 AGM.

2.0 REPORTS**2.1 Report of the Board Chair**

Presented at October 16, 2024 AGM.

2.2 Report of the Executive Director

Presented at October 16, 2024 AGM.

2.3 Report of the Financial Statements for Year End March 31, 2023

Presented by Christina Przytocki of Roth Mosey at the October 16, 2024 AGM.

2.4 Appointment of Auditors for 2024-2025 Fiscal Year

Roth Mosey appointed as auditors for Charity House operating as Brentwood Recovery Home at the October 16, 2024 AGM.

3.0 PRESENTATIONS-None**3.1 (a) Amendments to Bylaws**

The Chair thanked B. Sandre for highlighting this section as the board understands that the Members want to ensure the By-Laws contain clear and well-defined processes. The board has engaged legal counsel to conduct a comprehensive compliance review, ensuring alignment with the Ontario Not-for-Profit Corporations Act which includes a review of the Corporation's borrowing authorities. The Chair asked for a motion to have the original motion proposed at the October 16, 2024 AGM for by-law amendment regarding "Borrowing Authority and Delegation of Borrowing Authority" withdrawn.

Moved by: B. Sandre

Seconded by: C. Maxim

THAT the original motion (October 16, 2024 AGM) regarding "Borrowing Authority and Delegation of Borrowing Authority" be withdrawn.

CARRIED

B. Sandre brought forward amended wording for the Borrowing Authority and Delegation of Borrowing Authority by-law section as follows:

THAT

The Board ~~may~~shall call a Special Meeting of the Members to seek approval to:

- a) borrow money on the credit of the Organization; or***
- b) charge, mortgage, hypothecate or pledge all or any of the personal property of the Organization, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Organization.***

The Board may authorize the Chair of the Board, or an officer or employee of the Organization to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Organization as the members of the Board may authorize and generally to manage, transact and settle the borrowing of money by the Organization.

The Board shall ensure that borrowing and lending transactions are in compliance with financial standards and processes as required by external governing and regulatory bodies.

Moved by: B. Sandre

Seconded by: C. Maxim

Opposed: A. Provost

CARRIED

3.2 2023-2024 Board Members

Board members were announced at the October 16, 2024 AGM.

3.3 2024-2025 Board Member Elections

The Corporation's Annual Meeting of the Members was originally held on October 16, 2024 and was adjourned prior to the business of the meeting being completed, specifically the election of Directors. The Board being committed to an election process that is fair and transparent to all, all members were given the opportunity to submit nominations for election of directors. The Chair thanked everyone who participated in the process.

The Chair announced there were nine alumni candidates nominated for election as Director with seven alumni director vacancies on the board. Out of the seven Alumni Director vacancies, three were for Alumni Directors with a 4 year term, two were for a 3 year term, and two were for a 1-year term. The assignment of successful candidates to these vacancies will be determined by the number of votes that each candidate received. The three Alumni candidates with the highest number of votes were elected to the 4-year Director positions, followed by the next 2 highest vote-getters for the 3-year terms, and the following two vote-getters were assigned to the 1-year term positions for a total of 7 elected Alumni Directors out of the 9 Alumni candidates. Legal Counsel confirmed and verified the proxies for the meeting.

Members were instructed they could vote for a maximum of 7 Directors or they could vote for fewer or none.

The slate of alumni candidates on the ballot were as follows:

Cheryl Chaney	Gloria Mousseau	Marco Roy
David MacLeod	Rick Pilon	Rob Smith
Ryan Mills	Karen Roberts	Nicole Wengrzynski

At this time the ballots left the room to be tabulated by the scrutineers.

3.4 Election Results**a) Alumni**

The Chair announced the ballot results as follows:

*The Members of the Corporation have elected the following three individuals to the Board of Directors: **Karen Roberts, Rick Pilon, Rob Smith** to serve as Alumni Directors for the four-year term 2024-2028.*

*The Members of the Corporation have elected the following two individuals to the Board of Directors: **Marco Roy and Nicole Wengrzynski** to serve as Alumni Directors for the three-year term 2024-2027.*

*The Members of the Corporation have elected the following two individuals to the Board of Directors: **Cheryl Chaney and Gloria Mousseau** to serve as Alumni Directors for the one-year term 2024-2025.*

The Chair congratulated the new members of the Board of Directors.

b) Non-Alumni

The Chair asked to bring forward a motion to elect the single nominated Non-Alumni Director, Patrick Kolowicz to the Board of Directors for a 4-year term.

Moved by: N. Laliberte

Seconded by: A. Provost

*THAT the Members of the Corporation have elected the following individual to the Board of Directors: **Patrick Kolowicz** to serve as a Non-Alumni Director for the four-year term 2024-2028.*

CARRIED

3.5 Acknowledgement of Outgoing Directors

Ken Courtenay and Sonja Grbevski's terms have ended effective this meeting.

K. Courtenay thanked S. Grbevski and E. Dulmage for their dedication as it has been a fantastic four years for him.

4.0 ADJOURNMENT @ 7:50 pm

Moved by: B. Sandre

Seconded by: C. Chaney

THAT the Continuation of the 2024 Annual Meeting of Charity House (Windsor) operating as Brentwood Recovery Home be adjourned.

CARRIED

CHARITY HOUSE (WINDSOR)
(Operating as Brentwood Recovery Home)

FINANCIAL STATEMENTS

For The Year Ended March 31, 2025

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

FINANCIAL STATEMENTS

For The Year Ended March 31, 2025

Table of Contents

	Page
INDEPENDENT AUDITOR'S REPORT	1-3
FINANCIAL STATEMENTS	
Statement of Financial Position	4
Statement of Operating Fund Activities and Fund Balance	5
Statement of Development Fund Activities and Fund Balance	6
Statement of Cash Flows	7
Notes to Financial Statements	8-12
Schedule of Net Raffle Income (Schedule 1)	13
Schedule of Ontario Health (West)	
Reimbursable Program Expenses (Schedule 2)	14
Schedule of Non-Reimbursable Program Expenses (Schedule 3)	15

INDEPENDENT AUDITOR'S REPORT

***To the Board of Directors of Charity House (Windsor)
(Operating as Brentwood Recovery Home):***

Qualified Opinion

We have audited the financial statements of **CHARITY HOUSE (WINDSOR) (OPERATING AS BRENTWOOD RECOVERY HOME)** ("the Entity"), which comprise the statement of financial position as at March 31, 2025 and the statements of operating fund activities and fund balance, development fund activities and fund balance and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matter described in the *Basis for Qualified Opinion* section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at March 31, 2025, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Qualified Opinion

In common with many not-for profit organizations, the Entity derives revenue from donations, raffle proceeds and fundraising, the completeness of which is not susceptible to satisfactory audit verification. Accordingly, verification of these revenues was limited to the amounts recorded in the records of the Entity. Therefore, we were not able to determine whether any adjustments might be necessary to this revenue, deficiency of revenue over expenses, and cash flows from operations for the years ended March 31, 2025 and 2024, assets as at March 31, 2025 and 2024, and fund balances as at April 1 and March 31 for both the 2025 and 2024 years. Our audit opinion on the financial statements for the year ended March 31, 2024 was modified accordingly because of the possible effects of this limitation in scope.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

ROTH MOSEY & PARTNERS LLP
LICENSED PUBLIC ACCOUNTANTS

Windsor, Ontario
June, 2025

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

STATEMENT OF FINANCIAL POSITION

March 31, 2025 (with comparative figures for 2024)

	<u>2025</u>	<u>2024</u>
ASSETS		
<i>Current assets</i>		
Cash	\$ 2,196,282	\$ 1,811,758
Guaranteed investment certificates (Notes 3, 7)	1,410,796	1,396,674
Investments	165,827	127,133
Accounts receivable	208,062	165,928
Government remittances receivable	119,278	89,757
Prepaid expenses and deposits	216,002	29,262
Lottery home held for resale	-	731,717
	4,316,247	4,352,229
<i>Property and equipment</i> (Note 4)	3,036,551	2,823,289
<i>Cash surrender value of life insurance</i>	22,136	22,136
	\$ 7,374,934	\$ 7,197,654
LIABILITIES AND FUND BALANCES		
<i>Current liabilities</i>		
Accounts payable and accrued liabilities	\$ 826,075	\$ 628,365
Unearned revenue	27,623	80,885
Due to Brentwood Fund for the Rehabilitation of Alcoholics (Note 5)	1,427,798	1,427,798
Current portion of deferred contributions (Note 6)	126,522	112,596
	2,408,018	2,249,644
<i>Deferred contributions, net of current portion</i> (Note 6)	1,466,843	818,680
	3,874,861	3,068,324
<i>Fund balances</i>		
Operating fund	1,557,489	2,621,573
Development fund - restricted	1,942,584	1,507,757
	3,500,073	4,129,330
	\$ 7,374,934	\$ 7,197,654
_____ Director		
_____ Director		
<i>See accompanying notes</i>		

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

STATEMENT OF OPERATING FUND ACTIVITIES AND FUND BALANCE

For The Year Ended March 31, 2025 (with comparative figures for 2024)

	<u>2025</u>	<u>2024</u>
Revenue		
Ontario Health (West) (Note 10)	\$ 2,590,219	\$ 2,413,924
Fee for service	375,600	434,000
Net raffle income (expense) (Schedule 1)	(77,463)	463,225
Net fundraising income	73,184	196,590
Donations	141,051	155,432
Interest	134,181	124,145
Other income	8,080	5,567
Rental income	120,379	104,463
Amortization of deferred contributions (Note 6)	191,687	161,392
Unrealized gain on investments	38,694	33,935
Decrease in cash surrender value of life insurance	-	(2,058)
	3,595,612	4,090,615
Operating expenses		
Ontario Health (West) reimbursable program expenses (Schedule 2)	3,330,996	3,244,352
Non-reimbursable program expenses (Schedule 3)	654,929	659,202
Amortization of property and equipment	225,299	278,895
	4,211,224	4,182,449
Other income (expenses)		
Proceeds on sale of lottery home held for resale	760,000	-
Costs on sale of lottery home held for resale	(780,035)	-
	(20,035)	-
Deficiency of revenue over expenses	(635,647)	(91,834)
Fund balance, beginning of year	2,621,573	2,524,945
Interfund transfers from (to) the Development Fund (Note 9)	(428,437)	188,462
Fund balance, end of year	\$ 1,557,489	\$ 2,621,573
See accompanying notes		

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

STATEMENT OF DEVELOPMENT FUND ACTIVITIES AND FUND BALANCE

For The Year Ended March 31, 2025 (with comparative figures for 2024)

	<u>2025</u>	<u>2024</u>
<i>Fundraising and special events revenue</i>	\$ 80,042	\$ 94,352
<i>Fundraising and special events expenses</i>	73,652	61,592
<i>Excess of revenue over expenses</i>	6,390	32,760
Fund balance, beginning of year	1,507,757	1,663,459
Interfund transfers from (to) the Operating Fund (Note 9)	428,437	(188,462)
<i>Fund balance, end of year</i>	<u>\$ 1,942,584</u>	<u>\$ 1,507,757</u>

See accompanying notes

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

STATEMENT OF CASH FLOWS

For The Year Ended March 31, 2025 (with comparative figures for 2024)

	<u>2025</u>	<u>2024</u>
<i>Operating activities</i>		
Deficiency of revenue over expenses - operating fund	\$ (635,647)	\$ (91,834)
Excess of revenue over expenses - development fund	6,390	32,760
Adjustments to reconcile excess (deficiency) of revenue over expenses to cash flow from operations		
Amortization of property and equipment	225,299	278,895
Amortization of deferred contributions	(191,687)	(161,392)
Unrealized gain on investments	(38,694)	(33,935)
Increase in cash surrender value of life insurance	-	2,058
<i>Cash flow from (used in) operations</i>	(634,339)	26,552
Change in:		
Accounts receivable	(42,134)	16,219
Government remittances receivable	(29,521)	(4,401)
Lottery home held for resale	731,717	(154,007)
Prepaid expenses and deposits	(186,740)	1,481
Accounts payable and accrued liabilities	197,710	318,591
Unearned revenue	(53,262)	(28,315)
<i>Cash provided by (used in) operating activities</i>	(16,569)	176,120
<i>Financing activities</i>		
Advances from Brentwood Fund for the Rehabilitation of Alcoholics	-	30,395
Net deferred contributions received (returned)	853,776	(129,979)
<i>Cash provided by (used in) financing activities</i>	853,776	(99,584)
<i>Investing activities</i>		
Net redemption (acquisition) of guaranteed investment certificates	(14,122)	155,270
Purchase of property and equipment	(438,561)	(5,705)
<i>Cash provided by (used in) investing activities</i>	(452,683)	149,565
<i>Net increase in cash for the year</i>	384,524	226,101
Cash, beginning of year	1,811,758	1,585,657
<i>Cash, end of year</i>	\$ 2,196,282	\$ 1,811,758

See accompanying notes

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

NOTES TO FINANCIAL STATEMENTS

For The Year Ended March 31, 2025

1 | NATURE OF ORGANIZATION

Charity House (Windsor) (Operating as Brentwood Recovery Home) (the "Entity") is a registered charity incorporated under the laws of Ontario without share capital. The primary purpose of the Entity is to provide abstinence based treatment in a residential setting for persons whose primary problem is alcohol or drug abuse while providing non-residential support for their families. The Entity is not a taxable entity.

Charity House (Windsor) is the principal beneficiary of donations from Brentwood Fund for the Rehabilitation of Alcoholics (the "Fund"), and in conjunction thereto, provides part of its facilities to the Fund for fundraising events.

2 | SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations and are in accordance with Canadian generally accepted accounting principles.

Fund Accounting

The operating fund accounts for the Entity's program delivery and administrative activities. This fund reports unrestricted resources, restricted operating funds and property and equipment.

The development fund accounts for certain of the Entity's fundraising activities. This fund reports resources restricted for future development activities.

Revenue Recognition

The Entity follows the restricted fund method of accounting for contributions.

Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received.

Contributions received related to specific depreciable property and equipment are deferred and amortized on a basis consistent with the depreciation policy for the particular property and equipment.

The Entity recognizes fee for service revenue when evidence of an arrangement exists, service has been performed, the cost of the service is fixed or determinable and collection is reasonably assured.

The Entity defers the recognition of net raffle income to the date during which the raffle draw occurs.

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

NOTES TO FINANCIAL STATEMENTS

For The Year Ended March 31, 2025

2 | **SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Guaranteed Investment Certificates

Guaranteed investment certificates are recorded at fair value.

Investments

Investments consist of publicly traded securities and are recorded at fair value.

Property and Equipment

Property and equipment are recorded at cost. Amortization is recorded on the straight-line basis over the estimated useful life of the asset as follows:

Buildings	10 to 40 years
Paving	8 years
Equipment	15 years
Automotive equipment	5 years
Furniture and fixtures	5 years
Computer equipment	5 years

Donated Services

The Entity receives services from volunteers. Since those services are not normally purchased by the Entity and due to the difficulty of determining their fair value, donated services are not recognized in these financial statements.

Use of Estimates

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management estimates and assumptions that affect certain reported amounts and disclosures. Significant estimates include the determination of the useful life of property and equipment and amortization recorded into income from deferred contributions. Accordingly, actual amounts could differ from those estimates.

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

NOTES TO FINANCIAL STATEMENTS

For The Year Ended March 31, 2025

3 **GUARANTEED INVESTMENT CERTIFICATES**

Guaranteed investment certificates have maturity dates varying from May 2025 to March 2026 with interest rates varying from 3.35% to 4.5%.

4 **PROPERTY AND EQUIPMENT**

Property and equipment consist of the following:

	Cost	Accumulated Amortization	Net Book Value 2025	Net Book Value 2024
Land	\$ 539,688	\$ -	\$ 539,688	\$ 539,688
Buildings	4,871,403	2,862,826	2,008,577	1,758,053
Buildings - Kay Ryan Residence	1,053,869	682,992	370,877	397,229
Paving	482,080	465,648	16,432	8,793
Equipment	32,756	17,472	15,284	17,468
Automotive equipment	157,002	142,987	14,015	218
Furniture and fixtures	1,067,553	1,034,977	32,576	43,190
Furniture and fixtures - Kay Ryan Residence	46,281	46,281	-	-
Computer equipment	97,750	58,648	39,102	58,650
	\$ 8,348,382	\$ 5,311,831	\$ 3,036,551	\$ 2,823,289

5 **RELATED PARTY TRANSACTIONS**

The amount due to Brentwood Fund for the Rehabilitation of Alcoholics is unsecured, non-interest bearing and has no specific terms of repayment.

The Entity receives reimbursements from and makes reimbursements to Brentwood Fund for the Rehabilitation of Alcoholics for expenditures common to the two entities. All of these transactions are recorded at the exchange amount and are in the normal course of operations.

During fiscal 2023, the board accepted a motion to repay the balance due to the Brentwood Fund for the Rehabilitation of Alcoholics, which management anticipates occurring in the March 31, 2026 year-end.

The Brentwood Recovery Home Foundation was incorporated November 7, 2021. No activity has occurred in the Brentwood Recovery Home Foundation as of March 31, 2025. Charity House (Windsor) has an economic interest in the Brentwood Recovery Home Foundation which will administer donations and fundraising efforts on behalf of Charity House (Windsor), which is expected to occur upon obtaining charitable status with Canada Revenue Agency.

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

NOTES TO FINANCIAL STATEMENTS

For The Year Ended March 31, 2025

6 DEFERRED CONTRIBUTIONS

Deferred contributions represent restricted funding which was received to assist in the acquisition of property and equipment and specific program costs.

The activity for the year in this balance reported in the Operating Fund is as follows:

	<u>2025</u>	<u>2024</u>
Beginning balance	\$ 931,276	\$ 1,222,647
Deferred contributions received during the year	861,477	156,134
Less amount recognized as revenue in the year	(191,687)	(161,392)
Less returned contributions	(7,701)	(286,113)
	<u>1,593,365</u>	<u>931,276</u>
Less current portion to be recognized within one year	<u>126,522</u>	<u>112,596</u>
Long-term portion	<u>\$ 1,466,843</u>	<u>\$ 818,680</u>

The deferred contributions received were from Ontario Health (West) in the amount of \$290,542 (2024 - \$96,050), the Ontario Trillium Foundation in the amount of \$89,100 (2024 - \$4,400) and various other contributors totaling \$481,835 (2024 - \$55,684).

7 LINE OF CREDIT

The Entity has available authorized lines of credit with WFCU Credit Union ("WFCU") in the total amount of \$120,000 bearing interest at WFCU's prime rate plus 0.5% and are secured by certain guaranteed investment certificates.

8 COMMITMENTS AND CONTINGENCY

From time to time, the Entity provides letters of credit to the Alcohol and Gaming Commission of Ontario as part of its lottery activities.

The Entity is a defendant in a lawsuit relating to a claimed wrongful dismissal of an employee. The outcome of this matter is not presently determinable and amounts, if any, will be recognized when the matter is resolved.

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

NOTES TO FINANCIAL STATEMENTS

For The Year Ended March 31, 2025

9 INTERFUND TRANSFERS

Interfund transfers are made to fund program delivery and activities of the organization in relation to its purpose.

10 ECONOMIC DEPENDENCE

The Entity is economically dependent on Ontario Health (West) for the funding of its rehabilitative programs.

11 PENSION PLAN

The Entity sponsors a defined contribution pension plan for its employees. Under the terms of the plan, the Entity matches any employees' contributions up to 4%. During the year, contributions of \$48,586 (2024 - \$51,049) were made by the Entity.

12 FINANCIAL INSTRUMENTS

Financial instruments consist of cash, guaranteed investment certificates, investments, accounts receivable, accounts payables and accrued liabilities and due to Brentwood Fund for the Rehabilitation of Alcoholics. It is management's opinion that the Entity is not exposed to significant risks arising from its financial instruments.

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

SCHEDULE OF NET RAFFLE INCOME

For The Year Ended March 31, 2025 (with comparative figures for 2024)

Schedule 1

	<u>2025</u>	<u>2024</u>
<i>Revenue</i>		
Lottery sales	\$ 1,383,250	\$ 1,571,550
50/50 sales	223,930	286,200
In-kind donation	23,699	-
	1,630,879	1,857,750
<i>Expenses</i>		
Advertising and promotion	119,660	119,378
Credit card merchant fees and bank charges	57,945	63,822
External fundraising fees	83,525	96,550
Licence fees	15,687	12,431
Office and postage	1,428	1,443
Prizeboard	1,406,558	1,077,249
Professional fees	19,158	19,063
Sales location charge	4,381	4,589
	1,708,342	1,394,525
	\$ (77,463)	\$ 463,225

See accompanying notes

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

SCHEDULE OF ONTARIO HEALTH (WEST) REIMBURSABLE PROGRAM EXPENSES

For The Year Ended March 31, 2025 (with comparative figures for 2024)

Schedule 2

	<u>2025</u>	<u>2024</u>
Expenses		
Bank charges	\$ 6,314	\$ 5,351
Computer maintenance and supplies	28,187	24,037
Consulting fees	73,663	78,128
Food and kitchen supplies	223,786	214,917
General maintenance	54,868	55,455
Housekeeping	29,454	31,314
Insurance	83,623	86,392
Medical supplies	8,677	19,725
Postage, stationary and office supplies	28,214	24,885
Professional fees	43,174	23,696
Property taxes recovery	-	(18,629)
Salaries and benefits (Note 11)	2,540,661	2,499,444
Staff education	19,656	14,611
Telephone	5,888	9,401
Travel	13,228	10,943
Utilities	144,994	129,199
	3,304,387	3,208,869
Other		
Prescription and dental claims	10,304	24,704
Personal needs allowance	16,305	10,779
	26,609	35,483
	\$ 3,330,996	\$ 3,244,352

See accompanying notes

CHARITY HOUSE (WINDSOR)

(Operating as Brentwood Recovery Home)

SCHEDULE OF NON-REIMBURSABLE PROGRAM EXPENSES

For The Year Ended March 31, 2025 (with comparative figures for 2024)

Schedule 3

	<u>2025</u>	<u>2024</u>
Advertising and promotion	\$ 5,108	\$ 2,563
Alumni and client financial assistance	1,749	9,681
Bank charges	6,215	3,890
Client recreation	864	10,260
Computer maintenance and supplies	7,642	9,317
Consulting fees	10,394	19,573
Equipment rental	1,876	2,800
Food and kitchen supplies	85,194	122,120
General maintenance	12,362	7,388
Housekeeping	11,840	18,203
Insurance	470	470
Legal settlement	-	67,649
Memberships and permits	4,015	3,392
Postage, stationary and office supplies	33,559	49,314
Professional fees	24,574	19,186
Salaries and benefits (<i>Note 11</i>)	304,137	235,253
Travel	6,915	3,027
Utilities	63,295	75,116
	<u>\$ 654,929</u>	<u>\$ 659,202</u>

See accompanying notes

BACKGROUNDER FOR RESOLUTIONS

ARTICLES OF AMENDMENT

Proposed Corporate Name Change

The Corporation's current legal name is "Charity House (Windsor)"; however, it operates and is known publicly in the community as "Brentwood Recovery Home". The Board of Directors has approved changing the Corporation's legal name to match the name recognized and used by the community.

Update to Special Provisions in Articles of Amendment

As a registered charity, the Corporation's Articles of Amendment contain Special Provisions required by the Ontario Public Guardian and Trustee (PGT). The Corporation will be required to update its Special Provisions to align with the current requirements.

Additional Amendments

Additional amendments to the Articles have been applied to avoid duplication with the Corporation's By-Laws.

BY-LAW 2025-1

In October 2021, the Ontario *Not-for-Profit Corporations Act, 2010* ("ONCA") came into force. The Corporation had previously updated its By-Laws to reflect ONCA requirements. Since then, Miller Thomson LLP has been engaged to provide advice on ONCA compliance and other good governance recommendations.

The Board has approved updates to the Corporation's By-Law. The updated By-Law 2025-1, is included in the Notice Package in two formats:

- A clean version, showing the final, updated By-Law
- A comparison version, showing the changes made from the previous By-Law 2024-1

In summary, key changes are as follows:

ONCA Compliance

Miller Thomson has identified additional amendments to the Corporation's By-Law necessary to ensure compliance with ONCA:

Defined Terms: Updated terminology to reflect new terms in ONCA (Act, Articles, Conflict of Interest, Special Resolution, Registered Office)

Board and Member Meetings: Updated meeting notice and electronic meeting provisions

Member Proxies: Revised proxy provisions and form of proxy

Board Vacancies: Updated provisions around filling Director vacancies

Elections: Removed restriction on nominations from the floor

Director Consent: Added new requirement for Director Consent to Act

Committees: Added new ONCA limitations on delegation of authority to Committees

Indemnity: Added limits on indemnification that apply to all non-profit Directors under ONCA (must act honestly and in good faith, if administrative or criminal with monetary penalty have reasonable ground to believe conduct was lawful)

Auditors: New auditor rights added (notice to audit committee meetings, right to speak at and call audit committee meetings)

Amendments: Aligned approvals for by-law amendment with ONCA including Member approvals of Fundamental Change

Good Governance

In addition to the amendments to the Corporation's By-Law related to ONCA compliance, amendments were made to support good governance practices:

Member Record Date: Included procedure for fixing record date to determine which Members are entitled to receive notice of meetings and entitled to vote

Lottery: Removed Board representative related to Brentwood Dream Home Lottery

Voting: Removed casting vote of the Chair


Officers: Removed office of the Past Chair

Borrowing: Added previously approved Borrowing provisions to Article 17

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name * 
Charity House (Windsor)

Ontario Corporation Number (OCN) *
139478

Company Key *
000000000

Official Email Address * 
kdavey@brentwoodrecovery.com

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *
Rosie

Middle Name

Last Name *
Elia

Telephone Country Code
1

Telephone Number *
416-595-2976

Extension

Email Address * 
relia@millerthomson.com

3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

- ☒ an English name (example: "Green Institute Inc.")
- ☐ a French name (example: "Institut Green Inc.")
- ☐ a combination of English and French name (example: "Institut Green Institute Inc.")
- ☐ an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

Nuans Report

New Corporation Name (Proposed) 
Brentwood Recovery Home

Nuans Report Reference Number 
122631083

Nuans Report Date 
08/27/2025

4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

- ☒ Fixed Number ☐ Minimum/Maximum

5. Purposes and Provisions (if applicable) (Maximum is 900,000 characters per text box. To activate the toolbar press "Ctrl + E")

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity? ☐ ☒

☒ Yes ☐ No

Does the corporation have consent from the Public Guardian and Trustee not to include an "After Acquired" clause?

☐ Yes ☒ No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

The special provision in section (3) of the Supplementary Letters Patent dated June 25, 1974, and sections 1 and 2 of the Supplementary Letters Patent dated December 2, 1992 are deleted in their entirety and replaced with the following:

a. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.

b. The corporation shall be subject to the Charities Accounting Act.

c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a director may be compensated for services other than as a director pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.

d. To invest the funds of the corporation pursuant to the Trustee Act.

e. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

f. All funds and other property held by the corporation immediately before the articles become effective or that are received subsequently by the corporation pursuant to any will, deed or other instrument made before the articles become effective, together with any income or other accretions to the funds or other property, will be applied only to

the purposes of the corporation as they were immediately before the articles become effective.

6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on *

Requested Date for Amendment *

Authorization

☒ * I, Rosie Elia

confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures

Name	Position	Signature
Julie Santarossa	Chair	
Name	Position	Signature
Allen Provost	Vice Chair	

Save Form

Print Form

Clear Form

**CHARITY HOUSE (WINDSOR)
OPERATING AS
BRENTWOOD RECOVERY HOME**

Revised ~~October 18,~~
2024 **INSERT**

**AMENDED AND RESTATED
GENERAL BY-LAW NUMBER ~~2020-1~~2025-1**

TABLE OF CONTENTS

Policy #	Page #
1 INTERPRETATION 41.01 Meaning of Words 7	
<u>1. INTERPRETATION</u>	<u>4</u>
<u>1.01 Meaning of Words</u>	<u>4</u>
1.02 Head <u>Interpretation</u>	<u>6</u>
<u>1.03 Registered Office</u>	<u>6</u>
<u>2. MEMBERSHIP</u>	<u>6</u>
<u>2.01 Composition</u>	<u>6</u>
<u>2.02 Term of Membership</u>	
72	
MEMBERSHIP	
72.01	
Composition	
72.02	Term of
Membership	
82.03	Membership
Fees	
82.04	Members'
Rights	
82.05	Transfer of
Membership	
82.06	Termination of
Membership	
82.07	Removal of
Members	
83	BOARD OF
DIRECTORS	
93.01	
Board	
93.02	
Qualifications	
93.03	Duty to
Disclose	
103.04	Removal of
Directors	
103.05	
Vacancies	
103.06	Remuneration of

Directors	
104	ELECTION OF THE
BOARD	
114.01	Election of
Directors	
114.02	Term of
Office	
114.03	
Elections	
114.04	
Nominations	
114.05	
Forms	
115	RESPONSIBILITIES OF THE BOARD AND
DIRECTORS	
125.01	Responsibilities of the
Board	
125.02	Duties and Responsibilities of Every
Director	12
2.03 Membership Fees	7
2.04 Members' Rights	7
2.05 Transfer of Membership	7
2.06 Termination of Membership	7
2.07 Removal of Members	7
3. BOARD OF DIRECTORS	8
3.01 Board	8
3.02 Qualifications	8
3.03 Duty to Disclose	9
3.04 Removal of Directors	9
3.05 Vacancies	10
3.06 Remuneration of Directors	10
3.07 Director Consent to Act	10
4. ELECTION OF THE BOARD	10
4.01 Term of Office	10
4.02 Elections	11
4.03 Nominations	11
4.04 Forms	11
5. RESPONSIBILITIES OF THE BOARD AND DIRECTORS	11
5.01 Responsibilities of the Board	11
5.02 Duties and Responsibilities of Every Director	12
6. MEETING OF DIRECTORS	12

6.01 Calling Meetings	12
6.02 Meeting following Annual Meeting	12
6.03 Regular Meetings	12
6.04 Notice of Meetings	13
6.05 Meetings by Telephonic or Electronic Means	13
6.06 Quorum	13
6.07 Voting	13
6.08 Written Resolutions	14
6.09 Adjournments	14
7. MEETINGS OF THE MEMBERS	14
7.01 Annual Meeting	14
7.02 Special Meeting	14
7.03 Meetings by Telephonic or Electronic Means	14
7.04 Notice of Meetings	15
7.05 Those Entitled To Be Present	15
7.06 Quorum	15
7.07 Adjournments	15
7.08 Chair	16
7.09 Voting by Members	16
7.10 Proxies	16
7.11 Written Resolutions	16
7.12 Fixing a Record Date	17
8. BOARD POLICIES	17
8.01 Board Policies	17
9. OFFICERS	17
9.01 Officers	17
9.02 Term of Office of Officers	18
9.03 Chair of the Board	18
9.04 Vice-Chair of the Board	18
9.05 Secretary The Secretary shall:	18
9.06 Treasurer	18
9.07 Removal from Office	19
9.08 Remuneration of Officers	19
10. EXECUTIVE DIRECTOR	19
10.01 Executive Director	19

<u>11. COMMITTEES</u>	<u>20</u>
<u>11.01 Executive Committee</u>	<u>20</u>
<u>11.02 Other Standing Committees</u>	<u>21</u>
<u>11.03 Ad Hoc Committees</u>	<u>21</u>
<u>11.04 Limits on Authority of Committees</u>	<u>21</u>
<u>12. CONFLICT OF INTEREST</u>	<u>21</u>
<u>12.01 Conflict of Interest</u>	<u>21</u>
<u>13. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS</u>	<u>22</u>
<u>13.01 Insurance</u>	<u>22</u>
<u>13.02 Liability Exclusion</u>	<u>22</u>
<u>13.03 Pre-Indemnity</u>	<u>23</u>
<u>13.04 Indemnification of Directors, Officers and Others</u>	<u>23</u>
<u>14. EXECUTION OF DOCUMENTS</u>	<u>24</u>
<u>14.01 Execution of Documents</u>	<u>24</u>
<u>15. FINANCIAL YEAR</u>	<u>24</u>
<u>15.01 Financial Year</u>	<u>24</u>
<u>16. AUDITOR</u>	<u>24</u>
<u>16.01 Annual Appointment</u>	<u>24</u>
<u>16.02 Removal of Auditor</u>	<u>24</u>
<u>16.03 Vacancy in the Office of Auditor</u>	<u>25</u>
<u>16.04 Remuneration of Auditor</u>	<u>25</u>
<u>16.05 Rights and Duties</u>	<u>25</u>
<u>17. NOTICE</u>	<u>25</u>
<u>17.01 When notice deemed given</u>	<u>25</u>
<u>17.02 Declaration of Notice</u>	<u>25</u>
<u>17.03 Computation of Time</u>	<u>25</u>
<u>17.04 Omissions and Errors</u>	<u>26</u>
<u>17.05 Waiver</u>	<u>26</u>
<u>17.06 Address for Notice</u>	<u>26</u>
<u>18. AMENDMENTS TO BY-LAWS</u>	<u>26</u>
<u>18.01 Amendment</u>	<u>26</u>
<u>18.02 Effect of Amendment</u>	<u>26</u>
<u>18.03 Member Approval</u>	<u>27</u>
<u>19. REPEAL OF PRIOR BY-LAWS</u>	<u>27</u>
<u>19.01 Repeal</u>	<u>27</u>

19.02 Prior Acts 27

~~6~~ MEETING OF DIRECTORS 13

~~6.01~~ Calling Meetings 13

6.02	Meeting following Annual Meeting	13
6.03	Regular Meetings	13
6.04	Notice of Meetings	13
6.05	Meetings by Electronic Conference	14
6.06	Quorum	14
6.07	Voting	14
6.08	Written Resolutions	14
6.09	Adjournments	14
7	MEETINGS OF THE MEMBERS	14
7.01	Annual Meeting	14
7.02	Special Meeting	15
7.03	Meetings by Electronic Conference	15
7.04	Notice of Meetings	15
7.05	Those Entitled To Be Present	15
7.06	Quorum	16
7.07	Adjournments	16
7.08	Chair	16
7.09	Voting by Members	16
7.10	Proxies	16
7.11	Written Resolutions	17
8	BOARD POLICIES	17
8.01	Board Policies	17
9	OFFICERS	17
9.01	Officers	17
9.02	Term of Office of Officers	18
9.03	Chair of the Board	18
9.04	Vice Chair of the Board	18
9.05	Secretary	18
9.06	Treasurer	19
9.07	Removal from Office	19
9.08	Remuneration of Officers	19
10	EXECUTIVE DIRECTOR	19
10.01	Executive Director	19
11	COMMITTEES	20
11.01	Executive Committee	20
11.02	Other Standing Committees	21

~~11.03~~ Ad Hoc Committees ~~21~~

12	CONFLICT OF INTEREST	21
	12.01 Conflict of Interest	21
13	PROTECTION OF DIRECTORS, OFFICERS AND OTHERS	21
	13.01 Insurance	21
	13.02 Liability Exclusion	22
	13.03 Pre-Indemnity Considerations	22
	13.04 Indemnification of Directors, Officers and Others	23
14	EXECUTION OF DOCUMENTS	23
	14.01 Execution of Documents	23
15	FINANCIAL YEAR	24
	15.01 Financial Year	24
16	AUDITOR	24
	16.01 Annual Appointment	24
	16.02 Removal of Auditor	24
	16.03 Vacancy in the Office of Auditor	24
	16.04 Remuneration of Auditor	25
17	NOTICE	25
	17.01 When Notice Deemed Given	25
	17.02 Declaration of Notice	25
	17.03 Computation of Time	25
	17.04 Omissions and Errors	25
	17.05 Waiver	26
18	AMENDMENTS TO BY LAWS	26
	18.01 Amendment	26
	18.02 Effect of Amendment	26
	18.03 Member Approval	26
19	REPEAL OF PRIOR BY LAWS	27
	19.01 Repeal	27
	19.02 Prior Acts	27

CHARITY HOUSE (WINDSOR) OPERATING AS BRENTWOOD RECOVERY HOME

1 INTERPRETATION

AMENDED AND RESTATED
GENERAL BY-LAW NUMBER ~~2020-1~~2025-1

1. INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions, Board Policies and any other policies of the Corporation, unless otherwise defined:

- (a) “Act” means the Not-for-Profit Corporations Act ~~(Ontario), 2010, S.O. 2010, c.15~~ and its regulations, as may be amended from time to time;
- (b) “Alumni Attestation” means the alumni attestation form attached as Appendix 1 to this By-Law;
- (c) “Alumni Director” means a Director elected pursuant to Section ~~3.01(a)~~3.01(a);
- (d) “Alumni Member” means a person who has become a Member in accordance with section ~~2.01(a)(ii)~~2.01(a)(ii);
- (e) “Alumni of the Brentwood Program” means an individual who has delivered an Alumni Attestation to the Corporation and has been approved as an Alumni Member by the Board;
- (f) “Annual Business” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; election of Directors; reappointment of the incumbent Auditor or person appointed to conduct a review engagement and ~~following the coming into force of the ONCA,~~ an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (g) “Annual Meeting” means an annual meeting of Members as provided in section ~~7.01~~7.01(a);
- (h) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including ~~letters patent, supplementary letters patent~~ articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization ~~or,~~ articles of revival, letters patent, supplementary letters patent;
- (i) “Associate” includes the parents, siblings, children, spouse or common law partner of a Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director;
- (j) “Auditor” means the Auditor of the Corporation appointed pursuant to Article ~~46~~16;
- (k) “Board” means the Directors of the Corporation from time to time;
- (l) “Board Policy” means a policy passed by the Board in accordance with Article ~~88~~;

- (m) “Conflict of Interest” means any situation in which another interest or relationship impairs the ability of a Director or Officer to carry out the duties and responsibilities of a Director or Officer in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors or Officers of the Corporation, namely:
- (i) *Pecuniary or financial interest* - a Director or Officer is said to have a pecuniary or financial interest in a decision when the Director or Officer (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) *Undue influence* - interests that impede a Director or Officer in his or her duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or ~~clients~~client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director’s or Officer’s entrusted responsibility to the Corporation; or
 - (iii) *Adverse interest* - a Director or Officer is said to have an adverse interest to the Corporation when that Director or Officer is a party to a claim, application or proceeding against the Corporation.
- (n) “Corporation” means Charity House (Windsor);
- (o) “Director” means a Director elected pursuant to Article ~~33~~;
- (p) “Director Member” means a person who has become a Member in accordance with section ~~2.01(a)(i)~~2.01(a)(i);
- (q) “Executive Committee” means the Executive Committee established by the Board pursuant to section ~~11.01~~11.01;
- (r) “Extraordinary Resolution” means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney;
- (s) “Ineligible Individual” has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;⁴

⁴~~Section 149.1 of the *Income Tax Act* defines “ineligible individual” as follows:~~

"ineligible individual", at any time, means an individual who has
been

~~(a) convicted of a relevant criminal offence unless it is a conviction for which~~

~~(i) a pardon has been granted or issued and the pardon has not been revoked or ceased to
have effect, or~~

~~(ii) a record suspension has been ordered under the *Criminal Records Act* and the record
suspension has not been revoked or ceased to have effect,~~

~~(b) convicted of a relevant offence in the five-year period preceding that time,~~

(t) “Member” means a person who has become a Member in accordance with section ~~2.01~~2.01;

(u) “Non-Alumni Director” means a Director elected pursuant to Section ~~3.01(b)~~3.01(b);

~~(v) “ONCA” means the Not for Profit Corporations Act, 2010, S.O. c. 15, and its regulations, as may be amended from time to time;~~

(v) ~~(w)~~ “Officer” means an officer elected or appointed pursuant to Article ~~9 or by Board Policy~~9;

(w) ~~(x)~~ “Ordinary Resolution” means a resolution submitted to a meeting of Directors or Members and passed at the meeting, with or without amendment, by at least a majority (50% plus one) of the votes cast, or consented to by a Written Resolution of the Directors or Members;

(x) ~~(y)~~ “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:

(i) is a Director of the Corporation;

(ii) is an Officer of the Corporation;

(iii) is a member of a committee of the Corporation; or

(iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;

(y) ~~(z)~~ “Special Business” includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;

(z) ~~(aa)~~ “Special Meeting” means, ~~in the case of the Act, a general meeting of Members and, in the case of the ONCA, a special meeting of Members called pursuant to section 7.02 that is not an Annual Meeting;~~

(aa) ~~(bb)~~ “Special Resolution” means ~~as follows:~~

~~(C) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five year period preceding that time;~~

~~(D) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was~~

revoked in the five-year period preceding that time, or

~~(E) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;~~

- (I) ~~while the Act is in force, a resolution passed by the Board and confirmed, with or without variation, by at least two-thirds (2/3rds) of the votes cast by the Members entitled to vote at a meeting duly called for the purpose of considering the resolution, or by the consent in writing of the Members entitled to vote; or~~
- (II) ~~following the coming into force of the ONCA, by~~ a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney; ~~and~~
- (bb) ~~(cc)~~ "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

~~(dd) In the Bylaws and special resolutions of the Corporation "singular" shall include the plural and "plural" shall include the singular; the word "person" shall include firms and corporations and the masculine shall include the feminine and neuter. Whenever reference is made in any Bylaw or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such a statute or section thereof, as the case may be.~~

1.02 ~~(a) Bylaw relating generally to the transaction of the business and affairs of Charity House~~
Interpretation

~~(Windsor) operating as Brentwood Recovery Home be enacted as a Bylaw of the Corporation. HEAD OFFICE: The head~~

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act; words importing the singular shall include the plural and vice versa; and headings are used for convenience of reference and do not affect the interpretation of the by-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

1.03 Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Windsor, in the Province of Ontario.

2. **MEMBERSHIP**

2.01 Composition

(a) Membership in the Corporation shall consist of:

- (i) *Director Members* ~~=~~ being those persons who are from time to time the Non-Alumni Directors of the Corporation, each of whom shall become a Director Member automatically upon becoming a Director of the Corporation and shall automatically cease to be a Director Member upon ceasing to be a Director of the Corporation, without further action or formality; and

- (ii) Alumni *Members* – being those persons who meet all of the following criteria:

- (A) ~~(A)~~ are an individual of at least eighteen (18) years of age,
- (B) ~~(B)~~ have submitted to the Corporation an Alumni Attestation,
- (C) ~~(C)~~ are not current staff of the Corporation, whether employees or independent contractors, provided that former staff shall become eligible to be an Alumni Member one (1) year after having ceased being employed by the Corporation, unless any legal action is pending,
- (D) ~~(D)~~ have been admitted as Members of the Corporation by resolution of the Board.

2.02 ~~2.02~~ Term of Membership

An individual shall be an Alumni Member of the Corporation following his or her admission as a Member by resolution of the Board, and shall continue to be an Alumni Member subject to termination or removal pursuant to sections ~~2.06~~ 2.06 or ~~2.07~~ 2.07 provided that no new Alumni Members shall be admitted by the Board sixty (60) days or less in advance of each Annual Meeting.

2.03 ~~2.03~~ Membership Fees

There shall be no membership fees payable.

2.04 ~~2.04~~ Members' Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation.

2.05 ~~2.05~~ Transfer of Membership

Membership in the Corporation is not transferable.

2.06 ~~2.06~~ Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) ~~(b)~~ the resignation in writing of a Member of the Corporation;
- (b) ~~(c)~~ in the case of a Director Member, if the person ceases to be a Director of the Corporation;
- (c) ~~(d)~~ the death of a Member;
- (d) ~~(e)~~ the removal of a Member from the Corporation in accordance with section ~~2.07~~ 2.07; or
- (e) ~~(f)~~ the liquidation or dissolution of the Corporation under the Act or the ONCA, as applicable.

2.07 ~~2.07~~ Removal of Members

(a) ~~(g)~~ The Board shall have authority to remove any Member from the Corporation by a majority resolution for any one or more of the following grounds:

- (i) a material violation of any provision of the Articles, By-Laws, Board Policies, or other policies of the Corporation;
- (ii) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole and absolute discretion; or
- (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes and activities of the Corporation.

(b) ~~(h)~~ In the event the Board determines that a Member should be removed from membership in the Corporation, the Secretary, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' notice of removal to the Member and shall provide reasons for the proposed removal. The Member may make written submissions to the Secretary or such other Officer as may be designated by the Board up to not less than five (5) days before the ~~end of the notice period~~ removal becomes effective.

(c) ~~(i)~~ In the event that no written submissions are received, the Secretary, or such other Officer as may be designated by the Board, may proceed to notify the Member that

the Member is removed from membership in the Corporation. If written submissions are received in accordance with this section ~~2.07~~ 2.07, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3. ~~3~~ **BOARD OF DIRECTORS**3.01 Board

The affairs of the Corporation shall be managed by a Board consisting of ~~seventeen~~ sixteen ~~(17)~~ (16) Directors:

- (a) twelve (12) of which shall Alumni of the Brentwood Program (each an "**Alumni Director**")₁; and
- (b) four (4) of which shall be persons who are not Alumni of the Brentwood Program (each a "**Non-Alumni Director**")₇;

~~and who shall be elected as Directors in accordance with Article 4.~~

~~(c) — One (1) representative of the company building and owning the annual Brentwood Dream Home Lottery who shall be appointed to the Board of Directors for as long as the relationship to the Dream Home Lottery extends.~~

3.02 Qualifications

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;

- (b) not be current staff of the Corporation, whether an employee or independent contractor, provided that former staff shall become eligible to serve as a Director one (1) year after having ceased being employed by the Corporation, unless any legal action is pending,
- (c) not be the parent, sibling, child, spouse or common law partner of any current staff of the Corporation,
- (d) not have the status of a bankrupt;
- (e) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (f) not be a person who has been declared incapable by any court in Canada or elsewhere;
- (g) not be an Ineligible Individual who has made disclosure to the Board as required by section ~~3.03~~3.03, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made;
- (h) if an Alumni Director, have been admitted as an Alumni Member of the Corporation and maintain status in good standing as an Alumni Member; and
- (i) if a Non-Alumni Director:
 - (i) not have received any services from the Corporation;
 - (ii) not have any parent, sibling, child, spouse or common law partner who has received services from the Corporation;
 - (iii) not be the parent, child, spouse or common law partner of an Alumni of the Brentwood Program; and
 - (iv) automatically become upon election, and thereafter remain throughout the term of office, a Director Member of the Corporation who is qualified by the terms of this section ~~3.02~~3.02 to hold office.

~~If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.05.~~

~~(j) — if a Director representative of the company building and owning the annual Brentwood Dream Home Lottery must meet the qualifications of a vendor/builder per the Housing Construction Regulatory Authority.~~

3.03 Duty to Disclose

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

Director or Officer.²⁻¹ If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section ~~3.02(h)~~3.02 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section ~~3.05~~3.05.

3.04 Removal of Directors

- (a) The Members may remove a Director from office before the expiration of the Director's term of office by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.
- (b) A Director is entitled to give the Corporation a statement opposing his or her removal.
- (c) The Members may elect a person to replace the removed Director for the remainder of the term of office.
- (d) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section ~~3.05~~3.05.

3.05 Vacancies

So

Except as provided in the Act, so long as there is a quorum of the Directors remains in office, any vacancy occurring in the Board of Directors may be filled by resolution a qualified person appointed for the remainder of the term by the Directors of the Corporation then in office. If there is not a quorum of Directors exists or if there has been a failure to elect the number or minimum number of Directors provided, the remaining Directors then in office shall without delay call a Special Meeting of the Members to fill the vacancy on the Board and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. A Director who is elected or appointed to fill a vacancy shall hold office until the next Annual Meeting. The Directors are not required to fill a vacancy.

~~²The CRA may revoke the registration of a charity with an Ineligible Individual as a for the unexpired term of the Director's predecessor.~~

3.06 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

3.07 Director Consent to Act

Each Director shall consent in writing to hold office as a Director within ten (10) days after his or her election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate his or her election or appointment as a Director.

¹ The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

4. **4 ELECTION OF THE BOARD**

4.01 ~~Election of Directors~~

~~Directors shall be elected by the Members. At the first meeting of Members called to elect Directors after the passage of this By-Law, the Board shall be elected in the following manner:~~

- ~~(a) Four (4) Directors consisting of three (3) Alumni Directors and one (1) Non-Alumni Director shall be elected for a term of four (4) years;~~
- ~~(b) Four (4) Directors consisting of three (3) Alumni Directors and one (1) Non-Alumni Director shall be elected for a term of three (3) years;~~
- ~~(c) Four (4) Directors consisting of three (3) Alumni Directors and one (1) Non-Alumni Director shall be elected for a term of two (2) years; and~~
- ~~(d) Four (4) Directors consisting of three (3) Alumni Directors and one (1) Non-Alumni Director shall be elected for a term of one (1) year.~~

~~Subsequently, the office of any Director whose term of office has expired shall then be filled by election for the term set out in section 4.02.~~

4.01 ~~4.02~~ Term of Office

- (a) The term of office of each Director shall expire at the fourth Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.
- (b) Subject to section ~~4.02(c)~~4.01(c), no Director may be elected for more terms than will constitute eight (8) consecutive years of service. Provided, however, that following a break in the continuous service of at least four (4) years the same person may be eligible to serve as a Director.
- (c) Where a Director is an Officer and has not completed his/her term as an Officer as at the end of his/her maximum terms as a Director, then the Members may by Ordinary Resolution allow the Director to continue to serve as a Director until he/she has completed his/her term as an Officer.

~~(d) The representative of the company building and owning the annual Brentwood Dream Home Lottery shall be appointed by the Directors of the Board who have been elected as described in Bylaw 4.0. The Term of that appointment shall be for the duration of the contract for the purpose of the Brentwood Dream Home Lottery between the Builder and Brentwood Recovery Home.~~

4.02 ~~4.03~~ Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.03 ~~4.04~~ Nominations

~~Candidates~~ Subject to the Act, candidates for the office of Director shall comprise the slate of candidates for office proposed by the Governance and Nominating Committee based on criteria established by the Board. ~~There shall be no nominations from the floor of the meeting at which Directors are elected.~~

4.04 ~~4.05~~ Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5. ~~5~~ **RESPONSIBILITIES OF THE BOARD AND DIRECTORS**

5.01 Responsibilities of the Board

- (a) The Board shall be responsible for the governance and management of the affairs of the Corporation in accordance with the Act.
- (b) The Board shall be responsible, without limitation, as follows:
 - (i) to establish and review on a regular basis the mission, vision, objectives, values and strategic plan of the Corporation;
 - (ii) to establish, on an annual basis, Board goals and objectives (separate from the corporate goals and objectives) to ensure the effective and efficient governance of the Corporation;
 - (iii) to establish procedures for monitoring compliance with the Articles, this By-law and applicable legislation and accountability agreements;
 - (iv) to establish policies which will provide the framework for the management and operation of the Corporation;
 - (v) to establish the selection process for the engagement of an Executive Director and to engage the Executive Director in accordance with the process;
 - (vi) annually to conduct the Executive Director's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
 - (vii) to delegate responsibility and concomitant authority to the Executive Director for the management and operation of the Corporation and require accountability to the Board;
 - (viii) at any time to revoke or suspend the appointment of the Executive Director;
 - (ix) to perform finance, audit and investment oversight, to meet with the external Auditor at least once a year, to approve the annual budget for the Corporation and to report to the Members the finance, audit and investment activities of the Corporation during each reporting period; ~~and~~
 - (x) to establish committees and approve terms of reference in accordance with Article ~~44~~. 11; and

- (xi) shall see that all necessary books and records of the Corporation required by the ~~Bylaws-Law~~ of the Corporation or by any statute or laws are regularly and properly kept.

5.02 Duties and Responsibilities of Every Director

(a) Every Director shall:

- (i) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
- (ii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(b) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (i) adhere to the Corporation's mission, vision and values;
- (ii) work positively, co-operatively and respectfully with other Directors and with the Corporation's management;
- (iii) respect and abide by Board decisions;
- (iv) complete the necessary background preparation in order to participate effectively in meetings of the Board and, if applicable, its committees;
- (v) keep informed about matters relating to the Corporation and the community served;
- (vi) participate in the annual evaluation of overall Board effectiveness; and
- (vii) represent the Board, when requested.

6. ~~6~~ MEETING OF DIRECTORS

6.01 Calling Meetings

Meetings of the Board may be called by the Chair of the Board or any two (2) Directors and shall be held at the place specified in the notice.

6.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

6.03 Regular Meetings

The Board shall meet at least ten (10) times a year and may appoint a day or days in each year for regular meetings of the Board at a set place and time as established by the Board. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act ~~or the ONCA, as applicable.~~

6.04 Notice of Meetings

Subject to the provisions of sections ~~6.02~~6.02 and ~~6.03~~6.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least three (3) days before the meeting is to take place, excluding the date on which notice is given; ~~or by~~or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

6.05 Meetings by ~~Telephonic or Electronic~~ Conference Means

- (a) ~~A Director may participate in a meeting of the Board by means of an~~Directors may be held entirely by one or more telephonic or electronic means or other communication device that permits~~by any combination of in-person attendance and by one or more telephonic or electronic means provided that~~ all participants entitled to attend the meeting are able to communicate ~~adequately~~simultaneously and instantaneously with each other during the meeting. ~~Any person~~A Director so participating ~~by electronic conference in a meeting~~ is deemed for the purposes of the Act to be present at ~~that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time~~the meeting.
- (b) ~~The~~If the Directors may ~~call~~attend a meeting ~~of the Directors and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during~~by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) A vote at a meeting of the Directors may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person as determined by the Chair.
- (d) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality adjourn the meeting to a predetermined date, time and place.

6.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be the presence in person of nine (9) Directors, of which two (2) are Non-Alumni Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

6.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority (50%

plus one) of the votes cast, of which at least one (1) Non-Alumni Director must vote in favour. In the case of an equality of votes, the ~~chair of the meeting shall have a second or casting vote~~motion is lost.

6.08 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors, constituted and held for that purpose.

6.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. At least twenty-four (24) hours' notice of the adjourned meeting shall be given to each Director; provided that in calculating such twenty-four (24) hours' notice period, Saturdays, Sundays and statutory holidays shall be excluded.

7. ~~7~~ MEETINGS OF THE MEMBERS

7.01 Annual Meeting

- (a) An Annual Meeting shall be held within Ontario unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting.

7.02 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting.³ A Special Meeting may be held separately from or together with an Annual Meeting.

7.03 Meetings by ~~Telephonic or Electronic~~ Conference Means

- (a) ~~A Member may participate in a~~ meeting of the Members ~~by means of an electronic or other communication device~~may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, as determined by the Board, provided that ~~permits~~ all participants entitled to ~~communicate adequately with each other during~~ attend the meeting are able to reasonably participate. ~~Any~~ A person so participating ~~by electronic conference in a meeting~~ is deemed for the purposes of the Act to be present at ~~that the~~ the meeting. ~~Any security, confidentiality or other considerations with respect to~~
- (b) If a person may attend a meeting of the Members by telephonic or electronic means, the ~~conduct~~ notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

(c) A vote at a meeting shall be of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person as determined by the Board from time to time.

~~(b) The Directors may provide that a meeting of the Members be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.~~

(d) Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality adjourn the meeting to a predetermined date, time and place.

7.04 Notice of Meetings

Notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Corporation in accordance with the ONCA not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) mail, courier or personal delivery;
- (b) telephone, fax, e-mail or other electronic means;
- (c) posting the notice on the Corporation's website; or
- (d) in a publication of the Corporation sent to all Members entitled to vote.

7.05 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;

³ ~~Pursuant to the ONCA, a Special Meeting is required to pass an Extraordinary Resolution or a Special Resolution, to remove a Director, Auditor or a person appointed to conduct a review engagement from office and to fill a vacancy on the Board if there is no quorum of Directors.~~

- (b) the Directors and the Auditor or the person appointed to conduct a review engagement of the Corporation in accordance with the ONCA; and
- (c) such other persons who are entitled or required under any provision of the Act or the ONCA, as applicable, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the Chair of the Board or by Ordinary Resolution of the Members.

7.06 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least twenty-five (25) Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement and throughout such meeting.
- (c) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place. Not less than three (3) days' notice of an adjourned meeting of the Members shall be given in such manner as the Board may determine.

7.07 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. Not less than three (3) days' notice of an adjourned meeting of the Members shall be given in such manner as the Board may determine.

7.08 Chair

In the absence of the Chair of the Board and the Vice-Chair, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

7.09 Voting by Members

- (a) Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members every question shall be decided by ballot unless otherwise required by the By-Laws, the Act or the ONCA, as applicable. A vote by ballot shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested.

7.10 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Act ~~or the ONCA, as applicable~~. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - (i) the Member entitled to vote;
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - (iii) if the Member is a body corporate, by an Officer or attorney of the body corporate duly authorized.
- (c) A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.
- (d) ~~A~~ Subject to the Act, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

7.11 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that, following the coming into force of the ONCA, the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

7.12 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

8. ~~8~~ **BOARD POLICIES**

8.01 Board Policies

The Board may make Board policies with regard to any matter not inconsistent with the Act ~~or the ONCA, as applicable~~, and the By-Laws.

9. ~~9~~ **OFFICERS**

9.01 Officers

(a) The following shall be Officers of the Corporation:

- (i) the President who shall be known as the Chair;
- (ii) the Vice-Chair;
- (iii) the Secretary; and
- (iv) the Treasurer.

(b) ~~(v) — the Past Chairperson~~
The Directors shall elect a Chair of the Board from among themselves, at a meeting immediately following an Annual Meeting of the Corporation. The office of Chair shall alternate between an Alumni Director and a Non-Alumni Director.

(c) The Directors shall elect a Vice-Chair of the Board from among themselves, at a meeting immediately following an Annual Meeting of the Corporation, as follows:

- (i) where the office of Chair is held by an Alumni Director, the office of Vice-Chair shall be held by a Non-Alumni Director; and
- (ii) where the office of Chair is held by a Non-Alumni Director, the office of Vice-Chair shall be held by an Alumni Director.

(d) The Board shall elect a Treasurer at a meeting immediately following an Annual Meeting of the Corporation.

(e) The Executive Director shall *ex officio* be the Secretary of the Corporation.

~~(f) — The Past Chairperson may continue to serve in an ex-officio non-voting position for one year after their term as Chair is completed. The Past Chair acts as a resource to the Chair and the Board providing input and raising awareness of policies, process and of historical perspective as appropriate.~~

9.02 Term of Office of Officers

The term of office of each elected Officer shall be two (2) years, to expire at the second Annual Meeting following election or appointment.

9.03 Chair of the Board

The Chair of the Board shall preside at all meetings of the Board, Members and the Executive Committee. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board.

9.04 Vice-Chair of the Board

The duties and powers of the Chair of the Board may be exercised by the Vice-Chair of the Board when the Chair is absent or unable to act. If the Vice-Chair of the Board exercises any of those duties or powers, the Chair's absence or inability to act shall be referenced in the minutes. The Vice-Chair of the Board shall also perform the other duties prescribed by the Board or Executive Committee or incident to the office.

9.05 Secretary The Secretary shall:

- (a) act as secretary of each meeting of the Corporation, the Board and Executive Committee;
- (b) attend all meetings of the Corporation, the Board and the Executive Committee to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors and the Executive Committee;
- (d) be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation; and
- (e) perform the other duties prescribed by the Board or Executive Committee.

The Secretary may delegate any duties that are set forth in these By-Laws but shall remain responsible for the fulfillment of those duties. The Executive Director shall ex officio be the Secretary of the Corporation.

9.06 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- (b) deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee;
- (c) disburse the funds of the Corporation under the direction of the Board or Executive Committee;
- (d) render to the Board or Executive Committee, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;
- (e) co-operate with the Auditors of the Corporation during any audit of the accounts of the Corporation; and
- (f) perform the other duties prescribed by the Board or Executive Committee.

The Treasurer may delegate any duties that are set forth in these By-Laws but shall remain responsible for the fulfillment of those duties.

9.07 Removal from Office

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

9.08 Remuneration of Officers

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

10. ~~10~~ **EXECUTIVE DIRECTOR**

10.01 Executive Director

The Executive Director shall:

- (a) be appointed by the Board to serve at the pleasure of the Board;
- (b) be accountable to the Board;
- (c) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
- (d) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the employment, development, control, direction and discharge of all employees of the Corporation;
- (e) establish an organizational structure to ensure accountability for fulfilling the mission, objectives and strategic plan of the Corporation;
- (f) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (g) have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, Members and Committees, except for meetings held in- camera (unless invited by the Board) or meetings where the terms of employment, compensation or performance of the Executive Director are discussed;
- (h) serve as Secretary of the Corporation; and
- (i) perform such other duties as may be prescribed by the Board or incident to the office.

11. ~~11~~ **COMMITTEES**

11.01 Executive Committee

- (a) Composition

Provided that the Board consists of more than six (6) individuals, there shall be an Executive Committee consisting of the Chair, Vice-Chair and three (3) Directors elected by the Board of which elected Directors two (2) will be Alumni Directors and one (1) will

be a Non-Alumni Director. The Chair of the Board shall be *ex officio* the Chair of the Executive Committee.

(b) Powers

Subject to these By-Laws or any other policies of the Corporation, during the intervals between meetings of the Board, the Executive Committee may exercise all the powers of the Board in all matters of administrative urgency when a quorum of the Board cannot be convened.

The Board may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution.

The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and the same shall be submitted to the Board at the next meeting of the Board.

(c) Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by the Executive Committee provided that notice of the meeting be given in accordance with section ~~6.04~~6.04. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate the meeting. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings made during the meeting.

(d) Quorum

The quorum of any meeting of the Executive Committee shall be all of the members of the Executive Committee. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum is present.

(e) Voting

Each member of the Executive Committee shall have one (1) vote on each question raised at any meeting of the Executive Committee, and all questions shall be determined by a majority (50% plus one) of the votes cast, of which at least one (1) Non-Alumni Director must vote in favour.

(f) Place of Business

Meetings of the Executive Committee may be held at the registered office of the Corporation or at any other place as specified in the notice calling the meeting.

(g) Other Directors Present

Only Directors on the Executive Committee shall be entitled to notice of any meeting of the Executive Committee. Other Directors shall be entitled to attend at and speak, but not to vote, at any meeting of the Executive Committee at which the Director is present, however, the presence of such Director shall not be included for the purpose of calculating a quorum.

11.02 Other Standing Committees

- (a) In addition to the Executive Committee, there shall be the following standing committees which shall be established with and subject to terms of reference approved by the Board:
 - (i) Governance and Nominating Committee; and
 - (ii) Finance and Audit Committee.
- (b) The Board may, by Board policy, establish such other standing committees as it deems appropriate from time to time and set the terms of reference for such committees.

11.03 Ad Hoc Committees

- (a) By formal motion, the Board may at any meeting appoint any ad-hoc committee and name the Chair and members of the ad-hoc committee.
- (b) The Board shall prescribe terms of reference for any ad-hoc committee.
- (c) The Board may by resolution dissolve any ad-hoc committee at any time or the committee will be dissolved upon completion of the task assigned by the Board.

11.04 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

12. ~~12~~ CONFLICT OF INTEREST

12.01 Conflict of Interest

Every Director and Officer shall avoid Conflict of Interest with respect to their fiduciary responsibilities and shall abide by the conflict of interest requirements set out in the Conflict of Interest Policy of the Corporation as the same shall be adopted and approved by the Board from time to time.

13. ~~13~~ **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

13.01 Insurance

- (a) The Corporation shall obtain and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person, subject to compliance with the Charities and Accounting Act. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
- (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) ~~No coverage~~ Coverage shall only be provided ~~for any liability relating to a failure to act if~~
- (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

13.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;

- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

13.03 Pre-Indemnity

Considerations Before giving approval to the indemnities provided in section ~~13.04~~ 13.04, and if the Board has determined to obtain insurance pursuant to section ~~13.04~~ 13.01, the Board shall ~~confirm that it has considered~~, in accordance with the Charities Accounting Act, consider the following:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) ~~(c)~~ whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation or purchase the insurance.

13.04 Indemnification of Directors, Officers and Others

- (a) ~~Every~~ Subject to Section 13.04(d), every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:
 - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
 - (ii) in relation to the affairs of the Corporation generally; save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.
- (b) Such indemnity will only be effective:
 - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.

(d) Nothing in this Article 13 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article ~~13~~13.

(e) The Corporation shall not indemnify an individual under section 13.04 unless:

(i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and

(ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

14. ~~14~~ **EXECUTION OF DOCUMENTS**

14.01 Execution of Documents

Documents requiring execution by the Corporation may be signed by the Executive Director and any one (1) Officer or any two (2) Officers of the Corporation. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents.

15. ~~15~~ **FINANCIAL YEAR**

15.01 Financial Year

The financial year of the Corporation shall terminate on the last day of March in each year or on such other date as the Board may determine.

16. ~~16~~ **AUDITOR**

16.01 Annual Appointment

~~The~~Subject to the Act, the Members of the Corporation at each Annual Meeting shall:

~~(a) while the Act is in force, and unless otherwise exempted pursuant to the Act, appoint an Auditor, who shall hold office until the close of the next Annual Meeting; or~~

~~(b) following the coming into force of the ONCA,~~ appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting, or subject to the Act, pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

16.02 Removal of Auditor

~~(a) The Members may:~~

~~(i) while the Act is in force, remove any Auditor by a resolution passed by at least two-thirds (2/3rds) of the votes cast at a Special Meeting at which notice of intention to pass the resolution has been given; or~~

(ii) ~~following the coming into force of the ONCA,~~ Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the ~~ONCA, Act~~ and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section ~~16.03~~ 16.03.

(b) ~~Following the coming into force of the ONCA, the~~ The Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

16.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or, following the coming into force of the ONCA, a person appointed to conduct a review engagement.

16.04 Remuneration of Auditor

The remuneration of an Auditor or person appointed to conduct a review engagement may be fixed:

(a) ~~while the Act is in force, by the Members or, by the Directors if authorized by the Members; provided that the remuneration of an Auditor appointed by the Directors shall be fixed by the Directors; or~~

(b) ~~following the coming into force of the ONCA,~~ by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

16.05 Rights and Duties

The Auditor or person appointed to conduct a review engagement shall have the rights and privileges as set out in the Act and shall perform their functions as prescribed therein.

17. BORROWING

17.01 Borrowing Power

Subject to the Articles, the Board shall call a Special Meeting of the Members to seek approval to:

(a) borrow money on the credit of the Corporation; or

(b) charge, mortgage, hypothecate or pledge all or any of the personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation.

The Board may authorize the Chair of the Board, or an officer or employee of the Corporation to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the members of the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

The Board shall ensure that borrowing and lending transactions are in compliance with financial standards and processes as required by external governing and regulatory bodies.

18. ~~17~~ **NOTICE**

18.01 ~~17.01~~ When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a the Corporation's website pursuant to section ~~7.04(e)~~7.04(c), notice is deemed given on the date of posting;
- (f) if published pursuant to section ~~7.04(d)~~7.04(d), notice is deemed given on the date of publication; and
- (g) if provided by other electronic means, notice is deemed given when transmitted.

18.02 ~~17.02~~ Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

18.03 ~~17.03~~ Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

18.04 ~~17.04~~ Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members, unless otherwise challenged, shall not be invalidated by:

- (i) an error in notice that does not affect its substance;
 - (ii) the accidental omission to give notice; or
 - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

18.05 ~~17.05~~ Waiver

Where a notice or document is required to be sent pursuant to the By-Laws, or the Act ~~or the ONCA, as applicable~~, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

18.06 Address for Notice

A notice or other document required or permitted by the Act, the Articles or the By-Laws to be given to a Member, Director and/or Auditor may be given to:

- (a) a Member at the Member's latest address as shown in the records of the Corporation;
- (b) a Director at his or her latest residential address as shown in the records of the Corporation or on the most recent notice or return filed pursuant to the Corporations Information Act, whichever is the more current; or
- (c) Auditor at its business address.

19. ~~18~~ **AMENDMENTS TO BY-LAWS**

19.01 ~~18.01~~ Amendment

- (a) ~~The~~Subject to the Act and the Articles, the Board may pass or amend the By-Laws of the Corporation from time to time.
- (b) Where it is intended to pass or amend the By-Laws at a meeting of the Board written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before the meeting.
- (c) Where the notice of intention required by section ~~18.01(b)~~18.01(b) is not provided any By-Laws or amendment to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

19.02 ~~18.02~~ Effect of Amendment

Subject to section ~~18.03(b)~~18.03(b), a By-Law or an amendment to a By-Law passed by the Board has full force and effect:

- (a) from the time the motion was passed; or
- (b) from such future time as may be specified in the motion.

19.03 ~~18.03~~ Member Approval

- (a) By-Laws or amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual meeting or to a Special Meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or Special Meeting shall refer to the By-Laws or amendments to be presented.
- (b) The Members at the annual meeting or at a Special Meeting may confirm the By-Laws as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended they take effect as amended.
- (c) In any case of rejection, amendment, or refusal to approve a By-Law or part of a By-Law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or refusal to approve.
- (d) Notwithstanding sections 18.03(a) and 18.03(b), fundamental changes under subsection 103(1) of the Act shall only be effective when confirmed by the Members in accordance with the Act.

20. ~~19~~ REPEAL OF PRIOR BY-LAWS20.01 ~~19.01~~ Repeal

Subject to the provisions of section ~~19.02~~ 19.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

20.02 ~~19.02~~ Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

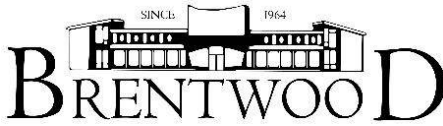
ENACTED by the Directors as a By-Law of **Charity House (Windsor)** this _____ day of _____, ~~2020~~ 2025.

Chair_____
Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* on the _____ day of _____, ~~2020~~ 2025.

Chair_____
Secretary

APPENDIX 1 ALUMNI ATTESTATION



2335 Dougall Ave.
Windsor, ON N8X 1S9
Phone: (519) 946-3115 Fax: (519) 252-8244
Charitable Registration No. 11885 0130 RR001

Alumni Attestation

I attest that (check all that apply):

☒ ☐ I have graduated from a 90 day program at Brentwood Recovery Home.

☒ ☐ I have attended at least 24 sessions of support programs at Brentwood Recovery Home, where “support programs” means any support program that may be offered by Brentwood Recovery Home from time to time, excluding programs for children and youth under the age of eighteen (18).

I confirm my willingness and desire to become a Member of Charity House (Windsor) operating as the Brentwood Recovery Home, in accordance with and subject to the terms of its By-Laws.

Name: _____

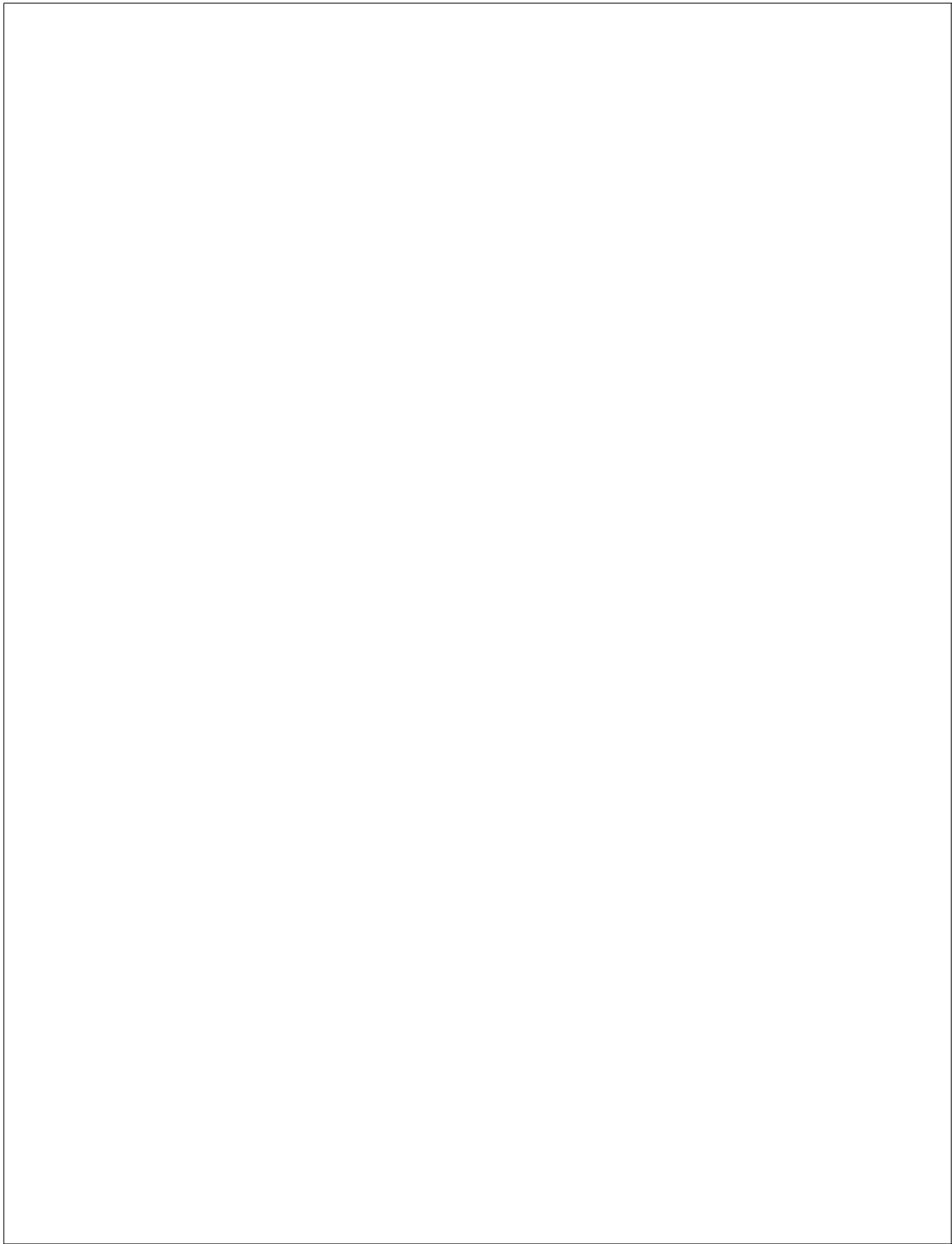
Signature: _____

Address (if applicable): _____

Phone (if applicable): _____

Email (if applicable): _____

Date: _____



Document comparison by Workshare Compare on August 27, 2025 4:10:52 PM

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Rendering set	Standard

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Deletion	
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<u>Moved to</u>	
Style change	
Format change	
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Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	414
Deletions	477
Moved from	4
Moved to	4
Style changes	0
Format changes	0

Total changes	899
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ⁱSection 149.1 of the Income Tax Act defines “ineligible individual” as follows:

“ineligible individual”, at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

(i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or

(ii) a record suspension has been ordered under the Criminal Records Act and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

Under this section “relevant criminal offence” means a criminal offence under the laws of Canada, and an offence that would be a criminal offence if it were committed in Canada, that (a) relates to financial

dishonest, including tax evasion, theft and fraud, or (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association.

**CHARITY HOUSE (WINDSOR)
OPERATING AS
BRENTWOOD RECOVERY HOME**

AMENDED AND RESTATED
GENERAL BY-LAW NUMBER 2025-1

TABLE OF CONTENTS

Policy #	Page #
1. INTERPRETATION.....	5
1.01 Meaning of Words.....	5
1.02 Interpretation	7
1.03 Registered Office	7
2. MEMBERSHIP	7
2.01 Composition.....	7
2.02 Term of Membership.....	8
2.03 Membership Fees	8
2.04 Members' Rights.....	8
2.05 Transfer of Membership.....	8
2.06 Termination of Membership	8
2.07 Removal of Members.....	8
3. BOARD OF DIRECTORS	9
3.01 Board.....	9
3.02 Qualifications	9
3.03 Duty to Disclose.....	10
3.04 Removal of Directors	10
3.05 Vacancies	10
3.06 Remuneration of Directors	11
3.07 Director Consent to Act.....	11
4. ELECTION OF THE BOARD.....	11
4.01 Term of Office.....	11
4.02 Elections	11
4.03 Nominations.....	11
4.04 Forms	11
5. RESPONSIBILITIES OF THE BOARD AND DIRECTORS.....	11
5.01 Responsibilities of the Board.....	11
5.02 Duties and Responsibilities of Every Director.....	12
6. MEETING OF DIRECTORS.....	13

6.01 Calling Meetings	13
6.02 Meeting following Annual Meeting	13
6.03 Regular Meetings.....	13
6.04 Notice of Meetings	13
6.05 Meetings by Telephonic or Electronic Means	13
6.06 Quorum	14
6.07 Voting	14
6.08 Written Resolutions.....	14
6.09 Adjournments	14
7. MEETINGS OF THE MEMBERS	14
7.01 Annual Meeting.....	14
7.02 Special Meeting	15
7.03 Meetings by Telephonic or Electronic Means	15
7.04 Notice of Meetings	15
7.05 Those Entitled To Be Present	15
7.06 Quorum	16
7.07 Adjournments	16
7.08 Chair	16
7.09 Voting by Members	16
7.10 Proxies	16
7.11 Written Resolutions.....	17
7.12 Fixing a Record Date	17
8. BOARD POLICIES.....	17
8.01 Board Policies.....	17
9. OFFICERS.....	18
9.01 Officers	18
9.02 Term of Office of Officers	18
9.03 Chair of the Board.....	18
9.04 Vice-Chair of the Board.....	18
9.05 Secretary The Secretary shall:.....	18
9.06 Treasurer	19
9.07 Removal from Office	19
9.08 Remuneration of Officers	19
10. EXECUTIVE DIRECTOR	19
10.01 Executive Director	19
11. COMMITTEES	20

11.01	Executive Committee	20
11.02	Other Standing Committees	21
11.03	Ad Hoc Committees	21
11.04	Limits on Authority of Committees	21
12.	CONFLICT OF INTEREST	22
12.01	Conflict of Interest	22
13.	PROTECTION OF DIRECTORS, OFFICERS AND OTHERS	22
13.01	Insurance	22
13.02	Liability Exclusion	23
13.03	Pre-Indemnity	23
13.04	Indemnification of Directors, Officers and Others	23
14.	EXECUTION OF DOCUMENTS	24
14.01	Execution of Documents	24
15.	FINANCIAL YEAR	24
15.01	Financial Year	24
16.	AUDITOR	24
16.01	Annual Appointment	24
16.02	Removal of Auditor	25
16.03	Vacancy in the Office of Auditor	25
16.04	Remuneration of Auditor	25
16.05	Rights and Duties	25
17.	NOTICE	25
17.01	When notice deemed given	26
17.02	Declaration of Notice	26
17.03	Computation of Time	26
17.04	Omissions and Errors	26
17.05	Waiver	27
17.06	Address for Notice	27
18.	AMENDMENTS TO BY-LAWS	27
18.01	Amendment	27
18.02	Effect of Amendment	27
18.03	Member Approval	27
19.	REPEAL OF PRIOR BY-LAWS	28
19.01	Repeal	28
19.02	Prior Acts	28

CHARITY HOUSE (WINDSOR) OPERATING AS BRENTWOOD RECOVERY HOME

AMENDED AND RESTATED GENERAL BY-LAW NUMBER 2025-1

1. INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions, Board Policies and any other policies of the Corporation, unless otherwise defined:

- (a) “Act” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 and its regulations, as may be amended from time to time;
- (b) “Alumni Attestation” means the alumni attestation form attached as Appendix 1 to this By-Law;
- (c) “Alumni Director” means a Director elected pursuant to Section 3.01(a);
- (d) “Alumni Member” means a person who has become a Member in accordance with section 2.01(a)(ii);
- (e) “Alumni of the Brentwood Program” means an individual who has delivered an Alumni Attestation to the Corporation and has been approved as an Alumni Member by the Board;
- (f) “Annual Business” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; election of Directors; reappointment of the incumbent Auditor or person appointed to conduct a review engagement and an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (g) “Annual Meeting” means an annual meeting of Members as provided in section 7.01(a);
- (h) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent;
- (i) “Associate” includes the parents, siblings, children, spouse or common law partner of a Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director;
- (j) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 16;
- (k) “Board” means the Directors of the Corporation from time to time;
- (l) “Board Policy” means a policy passed by the Board in accordance with Article 8;
- (m) “Conflict of Interest” means any situation in which another interest or relationship impairs the ability of a Director or Officer to carry out the duties and responsibilities of a Director or Officer in an actual, potential, or perceived manner. Conflict of Interest includes,

without limitation, the following areas that may give rise to a Conflict of Interest for the Directors or Officers of the Corporation, namely:

- (i) *Pecuniary or financial interest* - a Director or Officer is said to have a pecuniary or financial interest in a decision when the Director or Officer (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) *Undue influence* - interests that impede a Director or Officer in his or her duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's or Officer's entrusted responsibility to the Corporation; or
 - (iii) *Adverse interest* - a Director or Officer is said to have an adverse interest to the Corporation when that Director or Officer is a party to a claim, application or proceeding against the Corporation.
- (n) "Corporation" means Charity House (Windsor);
 - (o) "Director" means a Director elected pursuant to Article 3;
 - (p) "Director Member" means a person who has become a Member in accordance with section 2.01(a)(i);
 - (q) "Executive Committee" means the Executive Committee established by the Board pursuant to section 11.01;
 - (r) "Extraordinary Resolution" means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;
 - (s) "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to timeⁱ;
 - (t) "Member" means a person who has become a Member in accordance with section 2.01;
 - (u) "Non-Alumni Director" means a Director elected pursuant to Section 3.01(b);
 - (v) "Officer" means an officer elected or appointed pursuant to Article 9;
 - (w) "Ordinary Resolution" means a resolution submitted to a meeting of Directors or Members and passed at the meeting, with or without amendment, by at least a majority (50% plus one) of the votes cast, or consented to by a Written Resolution of the Directors or Members;
 - (x) "Protected Person" means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:

- (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (y) "Special Business" includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (z) "Special Meeting" means a meeting of Members that is not an Annual Meeting;
- (aa) "Special Resolution" means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;
- (bb) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

1.02 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act; words importing the singular shall include the plural and vice versa; and headings are used for convenience of reference and do not affect the interpretation of the by-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

1.03 Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Windsor, in the Province of Ontario.

2. **MEMBERSHIP**

2.01 Composition

- (a) Membership in the Corporation shall consist of:
- (i) *Director Members* – being those persons who are from time to time the Non-Alumni Directors of the Corporation, each of whom shall become a Director Member automatically upon becoming a Director of the Corporation and shall automatically cease to be a Director Member upon ceasing to be a Director of the Corporation, without further action or formality; and
 - (ii) *Alumni Members* – being those persons who meet all of the following criteria:
 - (A) are an individual of at least eighteen (18) years of age,

- (B) have submitted to the Corporation an Alumni Attestation,
- (C) are not current staff of the Corporation, whether employees or independent contractors, provided that former staff shall become eligible to be an Alumni Member one (1) year after having ceased being employed by the Corporation, unless any legal action is pending,
- (D) have been admitted as Members of the Corporation by resolution of the Board.

2.02 Term of Membership

An individual shall be an Alumni Member of the Corporation following his or her admission as a Member by resolution of the Board, and shall continue to be an Alumni Member subject to termination or removal pursuant to sections 2.06 or 2.07 provided that no new Alumni Members shall be admitted by the Board sixty (60) days or less in advance of each Annual Meeting.

2.03 Membership Fees

There shall be no membership fees payable.

2.04 Members' Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation.

2.05 Transfer of Membership

Membership in the Corporation is not transferable.

2.06 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Corporation;
- (b) in the case of a Director Member, if the person ceases to be a Director of the Corporation;
- (c) the death of a Member;
- (d) the removal of a Member from the Corporation in accordance with section 2.07; or
- (e) the liquidation or dissolution of the Corporation under the Act or the ONCA, as applicable.

2.07 Removal of Members

- (a) The Board shall have authority to remove any Member from the Corporation by a majority resolution for any one or more of the following grounds:
 - (i) a material violation of any provision of the Articles, By-Laws, Board Policies, or other policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole and absolute discretion; or

- (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes and activities of the Corporation.
- (b) In the event the Board determines that a Member should be removed from membership in the Corporation, the Secretary, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' notice of removal to the Member and shall provide reasons for the proposed removal. The Member may make written submissions to the Secretary or such other Officer as may be designated by the Board not less than five (5) days before the removal becomes effective.
- (c) In the event that no written submissions are received, the Secretary, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is removed from membership in the Corporation. If written submissions are received in accordance with this section 2.07, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3. **BOARD OF DIRECTORS**

3.01 **Board**

The affairs of the Corporation shall be managed by a Board consisting of sixteen (16) Directors:

- (a) twelve (12) of which shall Alumni of the Brentwood Program (each an "**Alumni Director**"); and
- (b) four (4) of which shall be persons who are not Alumni of the Brentwood Program (each a "**Non-Alumni Director**").

3.02 **Qualifications**

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not be current staff of the Corporation, whether an employee or independent contractor, provided that former staff shall become eligible to serve as a Director one (1) year after having ceased being employed by the Corporation, unless any legal action is pending,
- (c) not be the parent, sibling, child, spouse or common law partner of any current staff of the Corporation,
- (d) not have the status of a bankrupt;
- (e) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (f) not be a person who has been declared incapable by any court in Canada or elsewhere;
- (g) not be an Ineligible Individual who has made disclosure to the Board as required by section 3.03, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made.;
- (h) if an Alumni Director, have been admitted as an Alumni Member of the Corporation and maintain status in good standing as an Alumni Member; and

- (i) if a Non-Alumni Director:
 - (i) not have received any services from the Corporation;
 - (ii) not have any parent, sibling, child, spouse or common law partner who has received services from the Corporation;
 - (iii) not be the parent, child, spouse or common law partner of an Alumni of the Brentwood Program; and
 - (iv) automatically become upon election, and thereafter remain throughout the term of office, a Director Member of the Corporation who is qualified by the terms of this section 3.02 to hold office.

3.03 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.¹ If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 3.02 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 3.05.

3.04 Removal of Directors

- (a) The Members may remove a Director from office before the expiration of the Director's term of office by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.
- (b) A Director is entitled to give the Corporation a statement opposing his or her removal.
- (c) The Members may elect a person to replace the removed Director for the remainder of the term of office.
- (d) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.05.

3.05 Vacancies

Except as provided in the Act, so long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Directors then in office. If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided, the Directors then in office shall without delay call a Special Meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

¹ The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

3.06 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

3.07 Director Consent to Act

Each Director shall consent in writing to hold office as a Director within ten (10) days after his or her election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate his or her election or appointment as a Director.

4. ELECTION OF THE BOARD

4.01 Term of Office

- (a) The term of office of each Director shall expire at the fourth Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.
- (b) Subject to section 4.01(c), no Director may be elected for more terms than will constitute eight (8) consecutive years of service. Provided, however, that following a break in the continuous service of at least four (4) years the same person may be eligible to serve as a Director.
- (c) Where a Director is an Officer and has not completed his/her term as an Officer as at the end of his/her maximum terms as a Director, then the Members may by Ordinary Resolution allow the Director to continue to serve as a Director until he/she has completed his/her term as an Officer.

4.02 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.03 Nominations

Subject to the Act, candidates for the office of Director shall comprise the slate of candidates for office proposed by the Governance and Nominating Committee based on criteria established by the Board.

4.04 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5. RESPONSIBILITIES OF THE BOARD AND DIRECTORS

5.01 Responsibilities of the Board

- (a) The Board shall be responsible for the governance and management of the affairs of the Corporation in accordance with the Act.
- (b) The Board shall be responsible, without limitation, as follows:

- (i) to establish and review on a regular basis the mission, vision, objectives, values and strategic plan of the Corporation;
- (ii) to establish, on an annual basis, Board goals and objectives (separate from the corporate goals and objectives) to ensure the effective and efficient governance of the Corporation;
- (iii) to establish procedures for monitoring compliance with the Articles, this By-law and applicable legislation and accountability agreements;
- (iv) to establish policies which will provide the framework for the management and operation of the Corporation;
- (v) to establish the selection process for the engagement of an Executive Director and to engage the Executive Director in accordance with the process;
- (vi) annually to conduct the Executive Director's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- (vii) to delegate responsibility and concomitant authority to the Executive Director for the management and operation of the Corporation and require accountability to the Board;
- (viii) at any time to revoke or suspend the appointment of the Executive Director;
- (ix) to perform finance, audit and investment oversight, to meet with the external Auditor at least once a year, to approve the annual budget for the Corporation and to report to the Members the finance, audit and investment activities of the Corporation during each reporting period;
- (x) to establish committees and approve terms of reference in accordance with Article 11; and
- (xi) shall see that all necessary books and records of the Corporation required by the By-Law of the Corporation or by any statute or laws are regularly and properly kept.

5.02 Duties and Responsibilities of Every Director

- (a) Every Director shall:
 - (i) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
 - (ii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:
 - (i) adhere to the Corporation's mission, vision and values;
 - (ii) work positively, co-operatively and respectfully with other Directors and with the Corporation's management;

- (iii) respect and abide by Board decisions;
- (iv) complete the necessary background preparation in order to participate effectively in meetings of the Board and, if applicable, its committees;
- (v) keep informed about matters relating to the Corporation and the community served;
- (vi) participate in the annual evaluation of overall Board effectiveness; and
- (vii) represent the Board, when requested.

6. MEETING OF DIRECTORS

6.01 Calling Meetings

Meetings of the Board may be called by the Chair of the Board or any two (2) Directors and shall be held at the place specified in the notice.

6.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

6.03 Regular Meetings

The Board shall meet at least ten (10) times a year and may appoint a day or days in each year for regular meetings of the Board at a set place and time as established by the Board. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

6.04 Notice of Meetings

Subject to the provisions of sections 6.02 and 6.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least three (3) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

6.05 Meetings by Telephonic or Electronic Means

- (a) A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means provided that all participants entitled to attend the meeting are able to communicate simultaneously and instantaneously with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

- (b) If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) A vote at a meeting of the Directors may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person as determined by the Chair.
- (d) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality adjourn the meeting to a predetermined date, time and place.

6.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be the presence in person of nine (9) Directors, of which two (2) are Non-Alumni Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

6.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority (50% plus one) of the votes cast, of which at least one (1) Non-Alumni Director must vote in favour. In the case of an equality of votes, the motion is lost.

6.08 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors, constituted and held for that purpose.

6.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. At least twenty-four (24) hours' notice of the adjourned meeting shall be given to each Director; provided that in calculating such twenty-four (24) hours' notice period, Saturdays, Sundays and statutory holidays shall be excluded.

7. MEETINGS OF THE MEMBERS

7.01 Annual Meeting

- (a) An Annual Meeting shall be held within Ontario unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting.

7.02 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

7.03 Meetings by Telephonic or Electronic Means

- (a) A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, as determined by the Board, provided that all participants entitled to attend the meeting are able to reasonably participate. A person so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.
- (b) If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person as determined by the Board.
- (d) Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality adjourn the meeting to a predetermined date, time and place.

7.04 Notice of Meetings

Notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor or the person appointed to conduct a review engagement of the Corporation in accordance with the ONCA not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) mail, courier or personal delivery;
- (b) telephone, fax, e-mail or other electronic means;
- (c) posting the notice on the Corporation's website; or
- (d) in a publication of the Corporation sent to all Members entitled to vote.

7.05 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor or the person appointed to conduct a review engagement of the Corporation in accordance with the ONCA; and

- (c) such other persons who are entitled or required under any provision of the Act or the ONCA, as applicable, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the Chair of the Board or by Ordinary Resolution of the Members.

7.06 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least twenty-five (25) Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement and throughout such meeting.
- (c) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place. Not less than three (3) days' notice of an adjourned meeting of the Members shall be given in such manner as the Board may determine.

7.07 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. Not less than three (3) days' notice of an adjourned meeting of the Members shall be given in such manner as the Board may determine.

7.08 Chair

In the absence of the Chair of the Board and the Vice-Chair, the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

7.09 Voting by Members

- (a) Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members every question shall be decided by ballot unless otherwise required by the By-Laws, the Act or the ONCA, as applicable. A vote by ballot shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested.

7.10 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Act. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:

- (i) the Member entitled to vote;
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - (iii) if the Member is a body corporate, by an Officer or attorney of the body corporate duly authorized.
- (c) A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to the Act, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

7.11 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that, following the coming into force of the ONCA, the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

7.12 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and are entitled to vote at the meeting. A record date for providing notice must not be more than fifty (50) days before the day on which notice is sent and a record date for determining Members entitled to vote must not be more than fifty (50) days before the day the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting or to vote at such meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

8. **BOARD POLICIES**

8.01 Board Policies

The Board may make Board policies with regard to any matter not inconsistent with the Act, and the By-Laws.

9. OFFICERS

9.01 Officers

- (a) The following shall be Officers of the Corporation:
 - (i) the President who shall be known as the Chair;
 - (ii) the Vice-Chair;
 - (iii) the Secretary; and
 - (iv) the Treasurer.
- (b) The Directors shall elect a Chair of the Board from among themselves, at a meeting immediately following an Annual Meeting of the Corporation. The office of Chair shall alternate between an Alumni Director and a Non-Alumni Director.
- (c) The Directors shall elect a Vice-Chair of the Board from among themselves, at a meeting immediately following an Annual Meeting of the Corporation, as follows:
 - (i) where the office of Chair is held by an Alumni Director, the office of Vice- Chair shall be held by a Non-Alumni Director; and
 - (ii) where the office of Chair is held by a Non-Alumni Director, the office of Vice- Chair shall be held by an Alumni Director.
- (d) The Board shall elect a Treasurer at a meeting immediately following an Annual Meeting of the Corporation.
- (e) The Executive Director shall *ex officio* be the Secretary of the Corporation.

9.02 Term of Office of Officers

The term of office of each elected Officer shall be two (2) years, to expire at the second Annual Meeting following election or appointment.

9.03 Chair of the Board

The Chair of the Board shall preside at all meetings of the Board, Members and the Executive Committee. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board.

9.04 Vice-Chair of the Board

The duties and powers of the Chair of the Board may be exercised by the Vice-Chair of the Board when the Chair is absent or unable to act. If the Vice-Chair of the Board exercises any of those duties or powers, the Chair's absence or inability to act shall be referenced in the minutes. The Vice-Chair of the Board shall also perform the other duties prescribed by the Board or Executive Committee or incident to the office.

9.05 Secretary The Secretary shall:

- (a) act as secretary of each meeting of the Corporation, the Board and Executive Committee;

- (b) attend all meetings of the Corporation, the Board and the Executive Committee to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors and the Executive Committee;
- (d) be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation; and
- (e) perform the other duties prescribed by the Board or Executive Committee.

The Secretary may delegate any duties that are set forth in these By-Laws but shall remain responsible for the fulfillment of those duties. The Executive Director shall *ex officio* be the Secretary of the Corporation.

9.06 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- (b) deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee;
- (c) disburse the funds of the Corporation under the direction of the Board or Executive Committee;
- (d) render to the Board or Executive Committee, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;
- (e) co-operate with the Auditors of the Corporation during any audit of the accounts of the Corporation; and
- (f) perform the other duties prescribed by the Board or Executive Committee.

The Treasurer may delegate any duties that are set forth in these By-Laws but shall remain responsible for the fulfillment of those duties.

9.07 Removal from Office

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

9.08 Remuneration of Officers

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

10. EXECUTIVE DIRECTOR

10.01 Executive Director

The Executive Director shall:

- (a) be appointed by the Board to serve at the pleasure of the Board;
- (b) be accountable to the Board;
- (c) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
- (d) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the employment, development, control, direction and discharge of all employees of the Corporation;
- (e) establish an organizational structure to ensure accountability for fulfilling the mission, objectives and strategic plan of the Corporation;
- (f) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (g) have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, Members and Committees, except for meetings held in- camera (unless invited by the Board) or meetings where the terms of employment, compensation or performance of the Executive Director are discussed;
- (h) serve as Secretary of the Corporation; and
- (i) perform such other duties as may be prescribed by the Board or incident to the office.

11. COMMITTEES

11.01 Executive Committee

(a) Composition

Provided that the Board consists of more than six (6) individuals, there shall be an Executive Committee consisting of the Chair, Vice-Chair and three (3) Directors elected by the Board of which elected Directors two (2) will be Alumni Directors and one (1) will be a Non-Alumni Director. The Chair of the Board shall be *ex officio* the Chair of the Executive Committee.

(b) Powers

Subject to these By-Laws or any other policies of the Corporation, during the intervals between meetings of the Board, the Executive Committee may exercise all the powers of the Board in all matters of administrative urgency when a quorum of the Board cannot be convened.

The Board may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution.

The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and the same shall be submitted to the Board at the next meeting of the Board.

(c) Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by the Executive Committee provided that notice of the meeting be given in accordance with

section 6.04. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate the meeting. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings made during the meeting.

(d) Quorum

The quorum of any meeting of the Executive Committee shall be all of the members of the Executive Committee. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum is present.

(e) Voting

Each member of the Executive Committee shall have one (1) vote on each question raised at any meeting of the Executive Committee, and all questions shall be determined by a majority (50% plus one) of the votes cast, of which at least one (1) Non-Alumni Director must vote in favour.

(f) Place of Business

Meetings of the Executive Committee may be held at the registered office of the Corporation or at any other place as specified in the notice calling the meeting.

(g) Other Directors Present

Only Directors on the Executive Committee shall be entitled to notice of any meeting of the Executive Committee. Other Directors shall be entitled to attend at and speak, but not to vote, at any meeting of the Executive Committee at which the Director is present, however, the presence of such Director shall not be included for the purpose of calculating a quorum.

11.02 Other Standing Committees

(a) In addition to the Executive Committee, there shall be the following standing committees which shall be established with and subject to terms of reference approved by the Board:

- (i) Governance and Nominating Committee; and
- (ii) Finance and Audit Committee.

(b) The Board may, by Board policy, establish such other standing committees as it deems appropriate from time to time and set the terms of reference for such committees.

11.03 Ad Hoc Committees

(a) By formal motion, the Board may at any meeting appoint any ad-hoc committee and name the Chair and members of the ad-hoc committee.

(b) The Board shall prescribe terms of reference for any ad-hoc committee.

(c) The Board may by resolution dissolve any ad-hoc committee at any time or the committee will be dissolved upon completion of the task assigned by the Board.

11.04 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

12. CONFLICT OF INTEREST

12.01 Conflict of Interest

Every Director and Officer shall avoid Conflict of Interest with respect to their fiduciary responsibilities and shall abide by the conflict of interest requirements set out in the Conflict of Interest Policy of the Corporation as the same shall be adopted and approved by the Board from time to time.

13. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

13.01 Insurance

- (a) The Corporation shall obtain and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person, subject to compliance with the *Charities and Accounting Act*. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) Coverage shall only be provided if
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

13.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

13.03 Pre-Indemnity

Considerations Before giving approval to the indemnities provided in section 13.04, and if the Board has determined to obtain insurance pursuant to section 13.01, the Board shall, in accordance with the Charities Accounting Act, consider the following:

- (a) the degree of risk to which the Protected Person is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

13.04 Indemnification of Directors, Officers and Others

- (a) Subject to Section 13.04(d), every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:
 - (i) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in

or in relation to the execution of the duties of such office or in respect of any such liability; or

- (ii) in relation to the affairs of the Corporation generally; save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.
- (b) Such indemnity will only be effective:
 - (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) Nothing in this Article 13 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 13.
- (e) The Corporation shall not indemnify an individual under section 13.04 unless:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

14. EXECUTION OF DOCUMENTS

14.01 Execution of Documents

Documents requiring execution by the Corporation may be signed by the Executive Director and any one (1) Officer or any two (2) Officers of the Corporation. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents.

15. FINANCIAL YEAR

15.01 Financial Year

The financial year of the Corporation shall terminate on the last day of March in each year or on such other date as the Board may determine.

16. AUDITOR

16.01 Annual Appointment

Subject to the Act, the Members of the Corporation at each Annual Meeting shall appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting, or subject to the Act, pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

16.02 Removal of Auditor

Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 16.03.

The Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

16.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or, following the coming into force of the ONCA, a person appointed to conduct a review engagement.

16.04 Remuneration of Auditor

The remuneration of an Auditor or person appointed to conduct a review engagement may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

16.05 Rights and Duties

The Auditor or person appointed to conduct a review engagement shall have the rights and privileges as set out in the Act and shall perform their functions as prescribed therein.

17. BORROWING

17.01 Borrowing Power

Subject to the Articles, the Board shall call a Special Meeting of the Members to seek approval to:

- (a) borrow money on the credit of the Corporation; or
- (b) charge, mortgage, hypothecate or pledge all or any of the personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation.

The Board may authorize the Chair of the Board, or an officer or employee of the Corporation to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the members of the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

The Board shall ensure that borrowing and lending transactions are in compliance with financial standards and processes as required by external governing and regulatory bodies.

18. NOTICE

18.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a the Corporation's website pursuant to section 7.04(c), notice is deemed given on the date of posting;
- (f) if published pursuant to section 7.04(d), notice is deemed given on the date of publication; and
- (g) if provided by other electronic means, notice is deemed given when transmitted.

18.02 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

18.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

18.04 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members, unless otherwise challenged, shall not be invalidated by:
 - (i) an error in notice that does not affect its substance;

- (ii) the accidental omission to give notice; or
 - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

18.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws, or the Act the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

18.06 Address for Notice

A notice or other document required or permitted by the Act, the Articles or the By-Laws to be given to a Member, Director and/or Auditor may be given to:

- (a) a Member at the Member's latest address as shown in the records of the Corporation;
- (b) a Director at his or her latest residential address as shown in the records of the Corporation or on the most recent notice or return filed pursuant to the Corporations Information Act, whichever is the more current; or
- (c) Auditor at its business address.

19. AMENDMENTS TO BY-LAWS

19.01 Amendment

- (a) Subject to the Act and the Articles, the Board may pass or amend the By-Laws of the Corporation from time to time.
- (b) Where it is intended to pass or amend the By-Laws at a meeting of the Board written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before the meeting.
- (c) Where the notice of intention required by section 19.01(b) is not provided any By-Laws or amendment to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

19.02 Effect of Amendment

Subject to section 19.03(b), a By-Law or an amendment to a By-Law passed by the Board has full force and effect:

- (a) from the time the motion was passed; or
- (b) from such future time as may be specified in the motion.

19.03 Member Approval

- (a) By-Laws or amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual meeting or to a Special Meeting of the Members of the

Corporation called for that purpose. The notice of such annual meeting or Special Meeting shall refer to the By-Laws or amendments to be presented.

- (b) The Members at the annual meeting or at a Special Meeting may confirm the By- Laws as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended they take effect as amended.
- (c) In any case of rejection, amendment, or refusal to approve a By-Law or part of a By- Law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or refusal to approve.
- (d) Notwithstanding sections 19.03(a) and 19.03(b), fundamental changes under subsection 103(1) of the Act shall only be effective when confirmed by the Members in accordance with the Act.

20. REPEAL OF PRIOR BY-LAWS

20.01 Repeal

Subject to the provisions of section 20.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By- Law are repealed.

20.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

ENACTED by the Directors as a By-Law of **Charity House (Windsor)** this _____ day of _____, 2025.

Chair

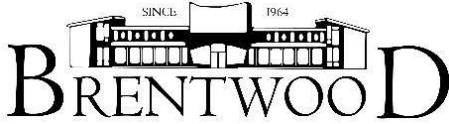
Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* on the _____ day of _____, 2025.

Chair

Secretary

**APPENDIX 1
ALUMNI ATTESTATION**



2335 Dougall Ave.
Windsor, ON N8X 1S9
Phone: (519) 946-3115 Fax: (519) 252-8244
Charitable Registration No. 11885 0130 RR001

Alumni Attestation

I attest that (check all that apply):

- ☐ I have graduated from a 90 day program at Brentwood Recovery Home.
- ☐ I have attended at least 24 sessions of support programs at Brentwood Recovery Home, where "support programs" means any support program that may be offered by Brentwood Recovery Home from time to time, excluding programs for children and youth under the age of eighteen (18).

I confirm my willingness and desire to become a Member of Charity House (Windsor) operating as the Brentwood Recovery Home, in accordance with and subject to the terms of its By-Laws.

Name: _____

Signature: _____

Address (if applicable): _____

Phone (if applicable): _____

Email (if applicable): _____

Date: _____

Section 149.1 of the Income Tax Act defines "ineligible individual" as follows:

"ineligible individual", at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

(i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or

(ii) a record suspension has been ordered under the Criminal Records Act and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

Under this section "relevant criminal offence" means a criminal offence under the laws of Canada, and an offence that would be a criminal offence if it were committed in Canada, that (a) relates to financial dishonesty, including tax evasion, theft and fraud, or (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association.

**SPECIAL RESOLUTION FOR PASSAGE AT
A MEETING OF THE MEMBERS OF
CHARITY HOUSE (WINDSOR)**

(the "Corporation")

October 15, 2025

ARTICLES OF AMENDMENT

WHEREAS the Corporation desires to change the legal name of the Corporation from "Charity House (Windsor)" to its current business name, "Brentwood Recovery Home";

AND WHEREAS under the Ontario *Not-for-Profit Corporations Act*, Articles of Amendment are required to change the name of the Corporation;

AND WHEREAS the Public Guardian and Trustee has updated requirements for Special Provisions of charitable organizations to be stated in the Articles, and the Corporation desires to update its Special Provisions to align with the current Public Guardian and Trustee requirements for Special Provisions;

AND WHEREAS additional amendments to the Articles have been applied to avoid duplication with the Corporation's By-Laws;

AND WHEREAS the Articles of Amendment were approved at a meeting of the Board of Directors of the Corporation on September 9, 2025;

AND WHEREAS approval for the Articles of Amendment, pursuant to the Ontario *Not-for-Profit Corporations Act* is by special resolution defined in the Ontario *Not-for-Profit Corporations Act* as a resolution that is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation ("**Special Resolution**");

AND WHEREAS the Articles of Amendment have been presented to the Members and are attached.

On a motion duly made, seconded and carried, the following Special Resolution was passed:

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Articles of Amendment, substantially in the form presented to the meeting and attached, is hereby approved.
2. The Chair and Vice-Chair are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Public and Business Service Delivery of the Articles of Amendment and all other required documents.
3. The persons executing the Articles of Amendment are authorized and directed to make such technical changes as may be required by the Ministry of Public and Business Service Delivery, with no further recourse to the Board of Directors or Members to approve or

confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.

BY-LAW 2025-1

WHEREAS the Ontario *Not-for-Profit Corporations Act* (ONCA) became effective as of October 2021;

AND WHEREAS the Board of Directors has undertaken a review and update of the Corporation's By-laws to align with ONCA and to make other good governance updates;

AND WHEREAS the Corporation will no longer be conducting the Dream Home Lottery, and accordingly, the By-Law has been amended to remove all references to the Dream Home Lottery including, provisions relating to the appointment as a Director of one representative from the company responsible for building and owning the annual Brentwood Dream Home Lottery;

AND WHEREAS By-Law 2025-1 was passed by the Board of Directors at a meeting duly called and properly constituted on September 9, 2025.

AND WHEREAS By-Law 2025-1 includes fundamental changes that require approval by the Members by special resolution in accordance with ONCA;

AND WHEREAS special resolution is defined in the Ontario *Not-for-Profit Corporations Act* as a resolution that is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney ("**Special Resolution**");

AND WHEREAS By-Law 2025-1 has been presented to the Members and is attached.

The Chair then called for a motion to pass a Special Resolution to approve By-Law 2025-1.

On motion duly made, seconded and duly carried, the following resolutions were passed:

RESOLVED BY SPECIAL RESOLUTION THAT:

1. By-Law 2025-1 is hereby approved.
2. By the approval of By-Law 2025-1, all prior By-Laws of the Corporation are hereby repealed.