

**BY-LAW NUMBER 1
OF
TAMIL COMMUNITY CENTRE CORPORATION
(the “Corporation”)**

**ARTICLE 1
INTERPRETATION**

- 1.1 **General.** These By-laws are subject to the Corporations Act (Ontario) (“Act”) and to the Letters Patent of the Corporation, in each case as may be amended from time to time.
- 1.2 **Defined Terms.** In these By-laws, capitalized terms will have the meanings given herein.
- 1.3 **Interpretation.** In these By-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine or neuter gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

**ARTICLE 2
GENERAL**

- 2.1 **Head Office.** The head office of the Corporation shall be located in the city of Toronto, Province of Ontario.
- 2.2 **Seal.** The Corporation shall not have a corporate seal unless the board of directors of the Corporation (the “Board”) otherwise approves such seal for use by the Corporation.
- 2.3 **Books and Records.** The Board shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law, including the Act, are regularly and properly kept.

**ARTICLE 3
MEMBERSHIP**

- 3.1 **Membership.** Membership in the Corporation shall be limited to persons who are interested in furthering the objects of the Corporation.
- 3.2 **Classes.** There shall be two classes of members in the Corporation, namely voting members and ex officio members. The following conditions of membership shall apply:
 - (a) **Voting members:**

(i) The Board may by ordinary resolution approve the admission of other voting members.

(ii) The term of membership of voting members will continue until such member resigns as member or their membership is otherwise terminated in accordance with these By-laws.

(iii) Each voting member is entitled to receive notice of, attend and vote at all meetings of members and each such voting member shall be entitled to one vote at such meetings.

(b) Ex officio members:

(i) Each of the directors of the Corporation shall automatically be an ex officio member of the Corporation.

(ii) The term of membership of an ex officio member ends when the individual ceases to be a director.

(iii) Ex officio members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

3.3 **Dues.** There shall be no membership fees or dues unless otherwise resolved by the Board.

3.4 **Withdrawal.** Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.

3.5 **Revocation.** Any member may have its membership revoked by special resolution of the voting members.

ARTICLE 4 MEMBERS MEETINGS

4.1 **Time and Location.** Each annual general meeting or special general meeting of the members shall be held at the head office of the Corporation or at any place within Ontario as the Board may determine and on such day and time as the Board shall appoint.

4.2 **AGM.** The Board shall call an annual general meeting of members no later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting.

4.3 **Other General Meetings.** The Board may at any time call a special general meeting of the members.

4.4 **AGM Business.** The business to be transacted at each annual general meeting shall include:

- (a) consideration of the financial statements;
- (b) report of the auditor or person who has been appointed to conduct a review engagement, as applicable;
- (c) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, or waiver of the requirement for same in accordance with the Act;
- (d) election of directors; and
- (e) any other business that is required by the Act to be conducted at an annual general meeting of the members.

4.5 **Special Business.** At any meeting of the members, any business that is not required to be conducted under paragraph 4.4 will constitute “special business.” The notice of any general meeting of the members will state the nature of any special business to be conducted in sufficient detail to permit a member to form a reasoned judgment on the business and will include the text of any special resolution to be submitted to the meeting.

4.6 **Notice.** The Corporation shall give not less than 10 and not more than 50 days’ written notice of any annual or special general meeting of members to the voting members, the directors and to the auditor (if appointed), provided for clarity that ex officio members are not entitled to such notice. No error or omission in giving notice of any meeting of the members or any adjourned meeting of the members shall invalidate such meeting or make void any proceedings taken at such meeting. Any person who is entitled to notice of a meeting of the members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

4.7 **Electronic Participation.** Any meeting of the members may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed to be present at that meeting.

4.8 **Quorum.** Quorum for a meeting of the members shall be a majority of the voting members. If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of the members, the members present may adjourn the meeting to a fixed time and place, but may not transact any other business

4.9 **Chair.** The Chairperson and President shall preside at meetings of the members. In the absence of the Chairperson and President, the Board may choose another director to

act as the chair, and if no director is available, the member present shall choose one of their number to chair the meeting.

- 4.10 **Votes.** Each voting member shall have one vote at each meeting of the members.
- 4.11 **Ordinary Resolutions.** Unless otherwise provided in these By-laws or under the Act, all decisions of the members shall be made by ordinary resolution, where an “ordinary resolution” of the members means either:
- (a) a resolution approved by a majority of the voting members who are present at a meeting of members at which a quorum is present; or
 - (b) a resolution in writing signed by all of the voting members.
- 4.12 **Special Resolutions.** Where these By-laws or the Act require a special resolution of the members, a “special resolution” of the members means either:
- (a) a resolution approved by at least two-thirds of the voting members who are present at a meeting of members at which a quorum is present; or
 - (b) a resolution in writing signed by all of the voting members.
- 4.13 **Proxies.** Every member entitled to vote at a general meeting or annual general meeting may, by means of a proxy, appoint another member or other person as his or her nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy, subject to the following:
- (a) A proxy shall be valid for a single specified meeting only and shall be signed by the member or the member’s attorney duly authorized in writing.
 - (b) A proxy shall identify the Corporation by name, contain the date of signature thereof and the name of the nominee appointed and may contain restrictions, limitations or instructions on the manner in which the nominee’s vote may be cast. It may also revoke any previous proxy.
 - (c) In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing signed by the member or the member’s attorney duly authorized in writing and deposited either at the head office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used or with the chair of such meeting on the day of the meeting, or adjournment thereof, and upon either of such deposits, the proxy will be revoked.
 - (d) The Board may by ordinary resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any

period of time so fixed shall be specified in the notice calling the meeting relating thereto.

ARTICLE 5 BOARD OF DIRECTORS

- 5.1 **Size.** The number of directors constituting the Board shall be three directors or such other number as may be determined from time to time by ordinary resolution of the voting members, but shall at all times be a minimum of three and a maximum of seven directors.
- 5.2 **First Directors.** The applicants for incorporation shall become the first directors of the Corporation upon its incorporation. At the first meeting of members, the voting members then elected shall confirm or replace the provisional directors named in the Letters Patent of the Corporation.
- 5.3 **Election.** Directors shall be elected by majority vote of the voting members.
- 5.4 **Term.** A director shall hold office until the next annual meeting of members following his or her election or appointment, provided that if no successor is elected, the incumbent director shall remain in office until such successor is elected. A resigning director shall remain in office until the dissolution or adjournment of the meeting at which his or her resignation is accepted and his or her successor is elected.
- 5.5 **Vacancies.** The office of director shall automatically be vacated:
- (a) if the director resigns his office by delivering a written resignation to the Secretary of the Corporation;
 - (b) if the director is found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere;
 - (c) if the director becomes bankrupt;
 - (d) if at a general meeting of members, a special resolution is passed that the director be removed from office; or
 - (e) on death of the director;

provided that if any vacancy shall occur for any reason stated in this paragraph 5.5, the Board by ordinary resolution, may appoint a member of the Corporation to fill the vacancy until the next meeting of the members. If there is not a quorum of directors or if there has been a failure to elect the number or minimum number of directors, 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.

5.6 **No Remuneration.** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that:

- (a) directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties; and
- (b) directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by ordinary resolution passed before such payment is made; and (iii) in compliance with applicable conflict of interest rules in these By-laws or the Act.

ARTICLE 6 POWERS OF DIRECTORS

6.1 **General.** Subject to the Act and the Letters Patent, the directors shall have the full power and authority to manage the business and affairs of the Corporation.

6.2 **Borrowing, etc.** The Board is hereby authorized, from time to time:

- (a) to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- (b) to limit or increase the amount to be borrowed;
- (c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation; and
- (e) to guarantee the obligations of a third party.

6.3 **Committees.** The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by ordinary resolution of the Board.

- 6.4 **Employees, etc.** The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and, subject to the Act, such persons shall have such authority and shall perform such duties as shall be prescribed by the Board by ordinary resolution at the time of such appointment. The compensation of any agent or employee retained or hired by the Corporation shall be fixed by the Board by ordinary resolution.

ARTICLE 7 MEETINGS OF THE BOARD

- 7.1 **Time and Location.** Meetings of the Board may be held at any time and place to be determined by the directors.
- 7.2 **Calling Meetings.** Meetings of the Board may be called by any director.
- 7.3 **Notice.** At least 48 hours' notice of each meeting of the Board shall be sent in writing to each director. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken at such meeting. A director may waive notice of a meeting of the directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- 7.4 **Electronic Participation.** Any meeting of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting.
- 7.5 **Quorum.** Quorum for a meeting of the Board shall be a majority of directors then in office.
- 7.6 **Chair.** The Chairperson and President shall preside at Board meetings. In the absence of the Chairperson and President, the directors present shall choose one of their number to act as the chair.
- 7.7 **Votes.** Each director shall have one vote at each meeting of the Board.
- 7.8 **Ordinary Resolution.** Unless otherwise provided in these By-laws or under the Act, all decisions of the Board shall be made by ordinary resolution, where an "ordinary resolution" of the Board means either:
- (a) a resolution approved by a majority of directors who are present at a meeting at which a quorum is present and who are entitled to vote thereon; or
 - (b) a resolution in writing signed by all of the directors who are entitled to vote thereon.

provided that in case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

7.9 **Conflicts.** Subject to any additional provisions of the Act relating to director conflicts:

- (a) a director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with the Corporation, or is a director or officer of a corporation that proposes to enter into such contract or transaction, shall disclose to the Corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest.
- (b) a director who is required to disclose a conflict shall not attend any part of a meeting of the Board during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is: for director indemnity or insurance, or is with an affiliate of the Corporation.

ARTICLE 8 OFFICERS

8.1 **Officers.** The officers of the Corporation shall be:

- (a) a Chairperson and President, who must also be a director;
- (b) a Secretary;
- (c) a Treasurer; and
- (d) any such other officers as the Board may by a by-law determine.

Two offices may be held by the same person.

8.2 **Appointment.** All officers shall be appointed by ordinary resolution of the Board.

8.3 **Term.** Each officer of the Corporation shall hold office until his or her successor is elected or appointed, unless such officer resigns or is removed by ordinary resolution of the Board.

8.4 **Duties.** The duties of the officers shall be as follows:

- (a) The Chairperson and President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Corporation and of the Board. The Chairperson and President shall also perform such other duties as may from time to time be directed by the Board.
- (b) The Secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board and shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when

instructed, notices to members, directors, and other persons entitled to receive such notices. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall also perform such other duties as may from time to time be directed by the Board.

(c) The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable affects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the directors at regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

(d) The duties of all other officers of the Corporation shall be as directed by the Board.

ARTICLE 9 INDEMNIFICATION AND INSURANCE

9.1 **Indemnity.** Every director or officer of the corporation who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, to the maximum extent permitted by law, from and against:

(a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

9.2 **Additional Protection.** Subject to applicable law, the Board may, by ordinary resolution, authorize the Corporation to (i) enter into indemnification agreements with directors; or (ii) obtain and maintain policies of directors and officers insurances; or (iii) both of the foregoing.

**ARTICLE 10
FINANCIAL MATTERS**

- 10.1 **Fiscal Year.** Unless otherwise resolved by the Board, each fiscal year of the Corporation shall end on April 30.
- 10.2 **Funding.** The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 10.3 **Signing Authority.** Subject to any resolutions of the Board concerning signing authority, contracts, documents or any instruments requiring signature by the Corporation shall be signed by any two directors or officers of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by ordinary resolution to appoint one or more directors, officers or other individuals to sign, on behalf of the Corporation, any contract, document or instrument.
- 10.4 **Dissolution.** Upon dissolution and after payment of all of its debts and liabilities, the remaining property or any part of that property shall be distributed or disposed of in accordance with the Letters Patent as may be determined by the Board.

**ARTICLE 11
RULES AND AMENDMENTS**

- 11.1 **Rules.** The Board may by ordinary resolution prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations.
- 11.2 **Changes to By-laws.** These By-laws, and any additional by-laws passed by ordinary resolution of the directors, and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed by ordinary resolution of the members at a general meeting of the members, is effective only until the next annual meeting of the members unless confirmed at such general meeting, and, failing such confirmation, ceases to have effect at and from that time. At the general meeting of members, the members may, by ordinary resolution (unless a special resolution is required under the Act) confirm, reject, amend or otherwise deal with any by-laws passed by the directors (or any repeal, amendment or re-enactment thereof) and submitted to the meeting for confirmation.

**ARTICLE 12
NOTICES**

- 12.1 **Notices.** Any notice required to be sent to any member or director or to any other person shall be provided individually and may be:

- (a) delivered personally;
- (b) sent by prepaid mail or courier; or
- (c) transmitted by facsimile, email or other electronic means;

to any such member or director at their latest address as shown in the records of the Corporation and to such other person who is entitled to notice at its business address, or if no address has been given then to the last address of such member, director or other person known to the secretary.

12.2. **Waiver.** Any notice may be waived or the time for the notice may be waived or abridged at any time with the consent of the person entitled thereto.

Enacted by the Board of Directors the 18th day of October, 2019

A handwritten signature in blue ink, consisting of several overlapping loops and lines, positioned above a horizontal line.

Sivasankar Vimalachandran, President