
BY-LAW NO. 3

A By-law relating generally to the conduct of the activities and affairs of the

Bereavement Authority of Ontario (BAO)

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**BY-LAW NO. 3
BEREAVEMENT AUTHORITY OF ONTARIO**

ARTICLE ONE: DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-law and all other By-laws and Special Resolutions of the BAO, unless the context specifically requires otherwise:

- (a) “**Act**” means the *Funeral, Burial and Cremation Services Act, 2002*, S.O. 2002, c. 33 including the regulations made pursuant to the Act, as amended, restated or in effect from time to time;
- (b) “**Administrative Agreement**” means the agreement so titled and entered into between His Majesty the King in right of Ontario as represented by the Minister and the BAO as amended or replaced from time to time;
- (c) “**Advisory Committees**” means the three committees of the Board described in Section 4.8 below;
- (d) “**Advisory Committee Director**” means a Director on the Board who is also an Advisory Committee Chair;
- (e) “**Articles**” means any instrument that incorporates the BAO or modifies its incorporating 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 or a special Act;
- (f) “**BAO**” means the Bereavement Authority of Ontario, the corporation incorporated by Letters Patent dated July 24, 2014 under the Corporations Act with the Ontario Corporation number 1917584;
- (g) “**Board**” means the Board of Directors of the BAO;
- (h) “**By-law**” means this By-law and any other By-law of the BAO in force and effect from time to time;
- (i) “**CEO**” means the Chief Executive Officer of the BAO;
- (j) “**Chair**” means the Chair of the Board;
- (k) “**Competency and Selection Criteria**” has the meaning given to it in section 4.2(a)
- (l) “**Consumer Representative Director**” means a Director on the Board who voices consumer perspectives and takes part in the decision-making process on behalf of consumers;

- (m) “**ONCA**” means the Ontario *Not-for-profit Corporations Act, 2010*, S.O. 2010, c. 15, including the regulations made pursuant to the ONCA, as amended, restated or in effect from time to time;
- (n) “**Directors**” means all the Minister Appointed Directors, Advisory Committee Directors, and Elected Directors as well as the Consumer Representative Director;
- (o) “**Elected Director**” means a Director on the Board who is elected into office by the Members in accordance with section 4.2(a);
- (p) “**Member**” means a person who becomes a Member of the BAO in accordance with section 6.1;
- (q) “**Minister**” means the Minister of Public and Business Service Delivery or such other member of the Executive Council to whom responsibility for the Act is assigned or transferred under the *Executive Council Act*, R.S.O. 1990, c. E.25, as amended, restated or in effect from time to time;
- (r) “**Minister Appointed Director**” means a Director on the Board appointed by the Minister pursuant to the SCSAA;
- (s) “**Registrar**” means the registrar appointed for the purpose of subsection 3(1) of the Act and in accordance with section 6.4(2) of the Administrative Agreement;
- (t) “**SCSAA**” means the *Safety and Consumer Statutes Administration Act, 1996*, S.O. 1996, c. 19, including the regulations made pursuant to the SCSAA, as amended, restated and in effect from time to time;
- (u) “**Ordinary Resolution**” means a resolution that is submitted to a meeting of persons entitled to vote and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or that is consented to in writing by each person entitled to vote or their attorney, as the case may be;
- (v) “**Special Resolution**” means a resolution that is submitted to a special meeting, duly called for the purpose of considering the resolution, of persons entitled to vote and passed at the meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast, or that is consented to in writing by each person entitled to vote at such a meeting or their attorney, as the case may be; and
- (w) “**Statutory Director**” means the Director appointed for the purpose of subsection 2(1) of the Act and in accordance with section 6.4(1) of the Administrative Agreement.

1.2 Interpretation

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

- (a) all terms contained herein and which are defined in the ONCA shall have the meanings given to such terms in the ONCA;

- (b) words importing the singular number only shall include the plural and vice versa; and the word “person” shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, joint ventures, unincorporated organizations and any number of aggregate persons; and
- (c) the headings used in the By-law are inserted for reference purposes only and are not to be considered or determinative in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE TWO: OBJECTS

2.1 Objects of the BAO

The BAO shall be carried on without purpose of gain for its Members, and all profits or other accretions shall be used in promoting its objects. The objects of the BAO are set out in its Articles, subject to section 8.1 of the SCSAA.

ARTICLE THREE: HEAD OFFICE AND OPERATIONS

3.1 Acquire or Lease Premises

The CEO, with the approval of the Board, may acquire or lease such office premises as are reasonably necessary to administer the affairs of the BAO.

3.2 Location of Registered Office

The registered office of the BAO shall be located at such a place in Ontario as the Board shall from time to time determine.

3.3 Responsibility of Registered and Satellite Offices

The establishment and operation of a registered office for the BAO and satellite offices shall be the responsibility of the CEO, with the approval of the Board.

3.4 Corporate Seal

The BAO may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the CEO, or in the CEO's absence or incapacity, the Registrar, shall be the custodian of the corporate seal.

ARTICLE FOUR: DIRECTORS

4.1 Duties and Number of Board Members

The Board shall, among other things, ensure the performance by the BAO of its obligations under each of the SCSAA and Minister's orders made pursuant thereto, the Act, the ONCA, and all other applicable laws as well as the Administrative Agreement. The Board shall consist of ten

(10) Directors, but that number may be changed by amending the Articles by Special Resolution of the Members and pursuant to sections 103 to 108 of the ONCA, or by the Minister pursuant to section 8(5.1) of the SCSAA.

If the Minister does not appoint a Chair under the SCSAA, the Board shall select and appoint from among them a Chair with the duties set out in section 8.3 below.

Pursuant to section 8(1) of the SCSAA, Minister Appointed Directors shall not constitute a majority of the Directors.

4.2 Composition of the Board of Directors

The Board will be comprised of the following Directors:

- (a) Three (3) Elected Directors, who are individuals selected by the Governance and Nominations Committee and elected by the Members based on their skills and governance experience after giving consideration to the Competency and Selection Criteria for Members of the Board of Directors set out in Schedule D to the Administrative Agreement (the “**Competency and Selection Criteria**”). These individuals can have no direct interest in the bereavement sector;
- (b) Three (3) Minister Appointed Directors, who are individuals selected and appointed by the Minister in accordance with section 8 of the SCSAA;
- (c) Three (3) Advisory Committee Directors, who are individuals elected by the Members by virtue of their position as the chairs of the three (3) Advisory Committees in accordance with section 4.8 after giving consideration to the Competency and Selection Criteria; and
- (d) One (1) Consumer Representative Director, who is an individual selected by the Governance and Nominations Committee and elected by the Members after giving consideration to the Competency and Selection Criteria. These individuals can have no direct interest in the bereavement sector.

Note: All Directors who are elected must consent in writing to hold office within ten (10) days of their election, unless if re-elected without a break in their term of office.

4.3 Terms of Office of Directors

- (a) The Elected Directors described in section 4.2(a) shall be elected for a three (3) year term and may serve up to a maximum of nine (9) years total as any kind of Director on the Board, subject to section 4.5, after which they will not be eligible to serve for a further term.
- (b) The Minister Appointed Directors described in section 4.2(b) shall be appointed for terms to be determined by the Minister and appointed pursuant to the Minister’s powers under the SCSAA. The Minister may reappoint such Minister Appointed Directors at the Minister’s pleasure. Terms served as a Minister Appointed Director

shall count in determining term limits if those individuals are elected to another category of Director.

- (c) The Advisory Committee Directors described in section 4.2(c), shall be elected for a three (3) year term, and may serve up to a maximum of nine (9) years total as any kind of Director on the Board, subject to section 4.5, after which they will not be eligible to serve for a further term.
- (d) The Consumer Representative Director described in section 4.2(d) shall be elected for a three (3) year term and may serve up to a maximum of nine (9) years total as any kind of Director on the Board, subject to section 4.5, after which they will not be eligible to serve for a further term.

4.4 Vacancies

The office of a Director shall automatically be vacated if:

- (a) the Director becomes bankrupt or suspends payment of debts generally or compromises with creditors or makes an authorized assignment or is declared insolvent;
- (b) the Director has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) the Director is found by a court in Canada or elsewhere to be incapable;
- (d) the Director resigns from the Board by notice in writing to the BAO, which resignation shall be effective at the time it is received by the Chair or at the time specified in the notice, whichever is later;
- (e) the Director dies;
- (f) in the reasonable opinion of the Board, expressed by Ordinary Resolution, the Elected Director, Advisory Committee Director, or Consumer Representative Director no longer satisfies the Competency and Selection Criteria or consistently fails to perform the duties reasonably required of the Director;
- (g) in the case of Minister Appointed Directors, the Minister Appointed Director ceases to hold office upon a date specified in a notice from the Minister that they have ceased to be a Minister Appointed Director; or
- (h) in the case of Elected Directors, Advisory Committee Directors, and the Consumer Representative Director, an Ordinary Resolution is passed by the Members to remove the Director before the expiration of their term of office.

4.5 Filling Vacancies

A vacancy related to an Elected Director, Consumer Representative Director or Advisory Committee Director during the term of such Director may be filled by the Board until the expiry of the Director's term. The term of such replacement shall not count in determining term limits under Section 4.3. The replacement will be designated at a time deemed appropriate by the Board.

4.6 Executive Committee

If the Board so chooses, subject to section 6.4(3) of the Administrative Agreement, the Board may establish an Executive Committee to provide counsel and guidance to the Chair, the CEO and the Registrar, at such times as the Board is not in session, but at all times in a manner consistent with the Board's policies and practices.

If established, the Executive Committee shall be comprised of such Directors, one of which must be the Chair, as the Board may from time to time determine, provided that there will never be fewer than three (3) Directors on the Executive Committee. The Board may delegate to the Executive Committee any of the powers of the Board, subject to restrictions, if any, contained in the By-law or imposed from time to time by the Board and provided that any such delegation is in compliance with the Act, the SCSAA and the ONCA.

Subject to the By-law and any Ordinary Resolution of the Board, the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in that regard. Subject to the ONCA, the provisions of Article Five thereof as they relate to the holding of meetings and the giving and waiving of notices of meetings shall apply with such necessary terminology changes to modify such provisions to the Executive Committee.

An Executive Committee member, other than the Chair, may be removed as a member of the Executive Committee by Ordinary Resolution by the Board.

The Board shall by Ordinary Resolution establish the number of Executive Committee members required for a quorum for the transaction of business by the Executive Committee, the minimum number of which shall be two (2) Executive Committee members.

Each member of the Executive Committee shall have one (1) vote.

The Executive Committee shall report to the Board at its next following meeting all actions taken by the Executive Committee since the Board last met.

4.7 Standing Committees

The Board may by Ordinary Resolution from time to time establish and appoint any standing committees with such powers as the Board shall see fit. Unless the Board provides otherwise, the procedures of the Board set out in Article Five shall apply for all standing committees other than the Executive Committee. Subject to the By-law and any resolution of the Board, the standing committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit, and may from time to time adopt, amend or repeal rules or procedures in that regard. Subject to the SCSAA and to the ONCA, the provisions of Article Five hereof as they relate to the holding of meetings and the giving and waiving of notices of meetings shall apply with such necessary terminology changes to modify such provisions to the standing committees.

The Board will, by Ordinary Resolution, approve the terms of reference for each of the Standing Committees.

The Board, by Ordinary Resolution, may remove any standing committee member from the standing committee. The Board shall by Ordinary Resolution establish the number of standing

committee members required for a quorum for the transaction of business by the standing committee, the minimum number of which shall be two (2) standing committee members.

Each member of the standing committee shall have one (1) vote.

4.8 Advisory Committees of the Board

- (a) The Board shall appoint three Advisory Committees consisting of members that reflect the views and concerns of stakeholders in:
 - (i) funeral and transfer services;
 - (ii) cemeteries, crematoria and municipalities; and
 - (iii) faith-based groups.

Accordingly, the three Advisory Committees shall be named:

- A. Funeral and Transfer Services Advisory Committee,
 - B. Cemetery, Crematorium and Municipal Advisory Committee, and
 - C. Faith-Based Advisory Committee,
- (b) The Advisory Committees will provide advice to the CEO, the Registrar and the Board on sector issues and matters of faith as they relate to funeral and transfer services or cemeteries and crematoriums.
 - (c) The Board will, by Ordinary Resolution, approve the terms of reference for each of the Advisory Committees.
 - (d) The chair of each Advisory Committee will be selected from amongst the Advisory Committee members and appointed by Ordinary Resolution of the Board.
 - (e) The chair of each Advisory Committee will be appointed for terms set out in section 4.3(c).
 - (f) By virtue of their position as the chair of an Advisory Committee (while serving as chair) these individuals will also serve as an Advisory Committee Director on the Board and report recommendations of their Advisory Committee to the Board, the CEO and the Registrar. On ceasing to be chair of an Advisory Committee, the individual will also cease to be an Advisory Committee Director.

4.9 Audit, Risk and Finance Standing Committee

The Board shall establish an Audit, Risk and Finance Standing Committee. The Board shall appoint at least four (4) Directors to the Audit, Risk and Finance Standing Committee. One of these Directors will be designated as the chair of the Audit, Risk and Finance Standing Committee by Ordinary Resolution of the Board. The Audit, Risk and Finance Standing Committee will report to the Board on the results of the audit and the integrity of the Board's financial procedures and on enterprise risk assessment and management processes, including financial risk. The Board shall establish terms of reference for how the Audit, Risk and Finance Standing Committee will function

and such other matters as determined by the Board.

4.10 Governance and Nominations Committee

The Board shall establish a Governance and Nominations Committee for the purpose of filling vacancies related to Elected Directors or the Consumer Representative Director. The Board shall appoint at least three (3) Directors to the Governance and Nominations Committee. One of these Directors will be designated as the chair of the Governance and Nominations Committee by Ordinary Resolution of the Board. The Board shall establish terms of reference for how the Governance and Nominations Committee will be otherwise constituted, how it will select people to be considered for the Board and such other matters as determined by the Board. The Governance and Nominations Committee shall annually conduct searches for and make recommendations to the Board for people to be considered for election by the Board for such positions as are to be filled each year, based on a search process that gives consideration to the Competency and Selection Criteria.

4.11 Compensation Fund Committee

The Board shall establish and maintain a Compensation Fund Committee in accordance with the Act. The Board shall appoint at least three (3) Directors to the Compensation Fund Committee. The Compensation Fund Committee shall designate one of its members as its chair. The Board shall establish terms of reference for how the Compensation Fund Committee will function consistent with the Act.

4.12 Other Committees, Task Forces and Individuals

The Board may by Ordinary Resolution appoint any special committees, *ad hoc* committees, or individuals with a specific purpose and limited duration; or any such committees, task forces or individuals that will serve in an advisory capacity as the Board deems necessary or appropriate for such purposes, with terms of reference to be approved by the Board, subject to the relevant provisions of the ONCA.

4.13 Director Remuneration

The remuneration of Directors will be determined in accordance with the SCSAA and the Administrative Agreement and will be consistent with current directives or guidelines regarding public appointments applicable to Ontario Public Service Agencies, Boards or Commissions.

4.14 Director Expense Reimbursement

The Directors and officers shall be entitled to be paid their travel and other reasonable out-of-pocket expenses properly incurred by them in the performance of their duties in connection with the affairs of the BAO and in accordance with the Administrative Agreement.

ARTICLE FIVE: MEETINGS OF DIRECTORS

5.1 Directors Meetings

Meetings of the Board may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours' (excluding Saturdays, Sundays and statutory holidays) written notice of such meeting shall be given, by electronic means, to each Director, unless all Directors

waive notice of a meeting. This would include but would not be limited to e-mail as a means of notice. Notice by posted mail shall be sent at least ten (10) days prior to the meeting. Section 16.1 contains further details on service of notice.

The Board shall convene for at least four (4) meetings per calendar year. 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 thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

If the majority of the Directors consent thereto, generally or in respect of a particular meeting, a Director may participate and vote in a meeting of the Board or of a committee or task force of the Board by means of such conference telephone or other form of electronic communications that permit all persons participating in the meeting adequate access and ability to communicate to and to hear each other. A Director who is participating in such a meeting by such means is deemed to be present at the meeting. The Directors shall take such reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

5.2 Calling Meetings

- (a) The Chair may call meetings of the Board;
- (b) The Secretary of the Board shall call a meeting of the Board if at least one-third (1/3) of the Directors so request it in writing;
- (c) Any two (2) Directors may call a meeting of the Board; and
- (d) Notice requirements will be the same as for regular meetings.

5.3 Adjournment

Any meeting of the Board may be adjourned from time to time by the chair of the meeting, with the consent of the Directors or upon his/her own motion, to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given to the attending Directors if the time and place of the adjourned meeting is announced at the original meeting. Any Directors not in attendance at the original meeting will receive notice as required under section 5.1. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.4 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of an Ordinary Resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

5.5 Quorum

A quorum for the transaction of business at a Board meeting is a majority of the Directors entitled to vote at the meeting, whether present in person, virtually or by proxy. If a quorum is present at the opening of a Board meeting, the Directors present in person or virtually may proceed with the business of the meeting, even if a quorum is not present in person or virtually throughout the meeting. If a quorum is not present at the opening of a meeting of the Board, the Directors present may adjourn the meeting to a fixed time and place but may not transact any other business.

5.6 Voting

Each Director, including the Chair, is authorized to exercise one (1) vote. Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chair shall not have a casting or deciding vote. If the Chair is not present at a meeting of the Board, then the Director who is acting as chairperson of that meeting shall continue to have the authority to exercise one (1) vote.

5.7 Non-Directors Attendance at Board Meetings

With the consent of the Chair, observers who are not Directors may be invited to attend Board meetings. The Registrar, CEO, Statutory Director, and any other employee of the BAO may attend Board meetings as advisors unless the Board requests that they be excused. Observers attending a Board meeting must sign confidentiality agreements or declarations prior to the start of the meeting. The Chair may require that any observers recuse themselves from any meeting of the Board in whole or in part when the Board meets in camera.

5.8 Transacting Business by Written Resolution

In lieu of a meeting of the Board, the Board may transact certain of its affairs as determined by the Board by executing a written resolution. Such written resolutions will be recorded in the minute book of the BAO.

ARTICLE SIX: MEMBERS

6.1 Members

Membership in the BAO shall consist of the persons who are Directors of the BAO from time to time while they serve as Directors.

6.2 Membership

A membership in the BAO is not transferable and automatically terminates if the Member resigns, ceases to be a Director or such membership is otherwise terminated in accordance with the ONCA.

ARTICLE SEVEN: MEMBERS' MEETINGS

7.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-law or Articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor;
- (e) reappointment of the incumbent auditor or appointment of a new auditor, and fixing the remuneration to be paid to the auditor or authorizing the Board to fix such remuneration;
- (f) election of Directors; and
- (g) such other special business as may be set out in the notice of the meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act and the Administrative Agreement, so that such item of new business can be included in the notice of annual meeting.

7.2 Special Meetings of Members

The Board shall call a meeting on written requisition, made by Members who hold at least ten (10) per cent of votes that may be cast at a meeting of the Members sought to be held, for any purpose connected with the affairs of the BAO that does not fall within the exceptions listed in the ONCA or is otherwise inconsistent with the ONCA, within twenty-one (21) days from the date of the deposit of the requisition.

Special meetings of the Members may also be called by order of the Chair or by the Board at any date and time and at any place within Ontario.

7.3 Notice

Subject to the ONCA and the Administrative Agreement, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the ONCA to each Member and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy. No error or omission in giving notice of any annual meeting, special meeting or any adjourned meeting of the Members shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

7.4 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person, virtually or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present in person or virtually may proceed with the business of the meeting, even if a quorum is not present in person or virtually 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.

7.5 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair.

7.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the ONCA or the By-law provided that:

- (a) each Member shall be entitled to one (1) vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.7 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

7.8 Persons Entitled to be Present

Subject to the Administrative Agreement, the persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the BAO, the general public and others who are entitled or required under any provision of the Act, the ONCA or the By-law to be present at the meeting.

ARTICLE EIGHT: POWERS OF DIRECTORS

8.1 Administer Affairs

The Board shall manage or supervise the management of the activities of the BAO.

8.2 Board's Mandate

Without limiting the generality of Article 8.1, but, subject to any limitations in the SCSAA, the Administrative Agreement, the Act or the ONCA, the Board shall be entitled to:

- (a) Set operational policy for the BAO or as appropriate delegate policy making to the Registrar or CEO;
- (b) raise, invest and expend the BAO's funds; and
- (c) represent the BAO in its dealings with third parties, including government, regulatory agencies, corporations, associations, the media, the public or other persons.

8.3 Appointment, Term and Duties of the Chair

If the Minister does not appoint a Chair under the SCSAA, the Chair will be appointed on an annual basis from among the current Directors. The appointment of the Chair shall occur during the first meeting of the Board following the annual meeting of the Members and shall be for a term of one (1) year; additional terms can be served to a maximum of two (2) years total (excluding service as Chair to fill a vacancy arising before their appointment to a first one (1) year term), after which they will not be eligible to serve for a further term as Chair except under exceptional circumstances as determined by the Board.

The duties of the Chair shall include, but not be limited to, ensuring that the objects of the BAO are fulfilled, and that policies, priorities and goals, as established by the Board, are attended to in accordance with the By-law. The Chair is the principal spokesperson for the Board and the BAO. The Chair shall be the officer to whom the CEO reports on matters arising between meetings of the Board. The Chair shall provide to the CEO such direction as may be required at such times, provided that such direction is consistent with the policies and practices as established by the Board and in accordance with the Act and the Administrative Agreement. The Chair shall, when present, preside at all meetings of the Board. The Chair shall attend to such duties and responsibilities as may be assigned to him/her by the Board from time to time.

8.4 Appointment, Term and Duties of the Vice-Chair

The Vice-Chair, if any, may be appointed from among the current Directors to fill in for the Chair during temporary absences. If the Chair is absent or unable or refuses to act, the Vice-Chair of

the Board, if any, shall when present, preside at all meetings of the Board. The appointment of the Vice-Chair shall occur during the first Board meeting following the annual meeting and shall be for a term of one (1) year; additional terms can be served to a maximum of two (2) years total (excluding service as Vice-Chair to fill a vacancy arising before their appointment to a first one (1) year term), after which they will not be eligible to serve for a further term as Vice-Chair, except under exceptional circumstances as determined by the Board.

8.5 Corporate Expenditures

The Board shall have the power to authorize expenditures on behalf of the BAO for the purpose of furthering the objects of the BAO as stated in the Administrative Agreement and Articles.

Without limiting the authority of the Board, the Board may delegate, by Ordinary Resolution, to an officer or officers of the BAO, the right to employ and pay salaries to employees of the BAO or to authorize such other expenditures as may be approved by the Board.

8.6 Borrowing Power

The Board of the BAO may from time to time:

- (a) borrow money on the credit of the BAO;
- (b) limit or increase the amounts to be borrowed;
- (c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the BAO;
- (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the BAO, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the BAO; and
- (e) delegate the powers conferred on the Directors under this paragraph to such officer or officers of the BAO and to such extent and in such manner as the Directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the BAO possessed by its Directors or officers independently of this By-law.

8.7 Agents and Employees

The Board may assign to the CEO the power to appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the CEO at the time of such appointment. The remuneration and terms of employment of all agents and employees shall, subject to the other provisions of the By-law, be fixed by the CEO.

ARTICLE NINE: OFFICERS

9.1 Appointment

The Board shall by Ordinary Resolution appoint a Chair, unless appointed by the Minister under the SCSAA, a President and Secretary, and may by Ordinary Resolution appoint a Vice-Chair, CEO and such other officers as it may require and may, if necessary, revoke such appointments. Except for the Chair, President, Vice-Chair, and the Secretary, no other officers shall be a Director or Member. The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board and may revoke such appointments. The duties of the officers shall include the following and such other duties as may be assigned by Ordinary Resolution by the Board.

9.2 Duties of the CEO

The Board may appoint a CEO for a term to be determined by Ordinary Resolution of the Board. The CEO is the chief executive officer of the BAO and shall be responsible for implementing the strategic plans and policies of the BAO and oversight of day-to-day operations of the BAO. The CEO shall, subject to the authority of the Board, have general supervision of the activities and affairs of the BAO. For clarity, the foregoing excludes the statutory duties assigned to the Registrar under the Act. There are no term limits on the position of CEO.

9.3 Duties of the Secretary

The Secretary shall give or cause to be given notices for all meetings of the Board or committees of Directors, if any, and Members when directed to do so and shall have responsibility for the minute books of the BAO and of the documents and registers as well as other such duties as may be determined by the Board. There are no term limits on the position of Secretary.

9.4 Duties of the President

The person serving as Chair shall also be appointed President. The Board may assign such additional duties to the President from time to time by Ordinary Resolution as the Board may determine. There are no term limits on the position of President.

9.5 Vacancies

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Chair of the BAO or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer's removal, or that officer's death.

If the office of any officer of the BAO is or becomes vacant, during the term of that officer's appointment, the Directors may, by Ordinary Resolution, in accordance with the requirements of the Act and the ONCA, appoint a person to fill such vacancy for the duration of the term.

9.6 Removal of Officers

Any officer of the BAO, other than a Minister-appointed Chair, shall be subject to removal by Ordinary Resolution by the Board at any time, with or without cause.

9.7 Duties of Officers May Be Delegated

In case of the absence or inability to act of any officer of the BAO or for any other reason that the Board may deem sufficient, the Board may authorize the delegation of all or any of the powers of any such officer to any other officer or to any Director for such time as the Board may determine.

9.8 Powers

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.

ARTICLE TEN: REGISTRAR

10.1 Duties of the Registrar

In accordance with section 6.4(2) of the Administrative Agreement, the Board shall appoint the Registrar and may appoint up to two deputy Registrars for a term to be determined by an Ordinary Resolution of the Board. The Registrar shall exercise the powers and perform the duties imposed on the Registrar under the Act. The Registrar and any deputy Registrars shall be employees of the BAO and shall not be:

- (a) a Director;
- (b) a Statutory Director or deputy Statutory Director under the Act;
- (c) an employee of a trade association representing the interests of the bereavement sector; or
- (d) a licensee under the Act.

The BAO acknowledges that the Registrar, and other persons exercising statutory and regulatory duties, require independent decision-making and, for that purpose, the BAO agrees that the Board and the Chair shall not interfere with the independent exercise of these statutory functions, but reserves the right to review how those functions are carried out, consistent with its duty to supervise the management of the affairs of the BAO and ensure it is consistent with the BAO's statutory mandate and objects. There are no term limits on the position of Registrar.

The same individual may, but need not, hold the offices of both Registrar and CEO.

ARTICLE ELEVEN: STATUTORY DIRECTOR

11.1 Statutory Director

In accordance with section 6.4(1) of the Administrative Agreement, the Board shall appoint a Statutory Director and may appoint up to two deputy Statutory Directors.

The Statutory Director and any deputy Statutory Director shall not:

- (a) be a Director unless the Board has approved guidelines providing for the independent exercise of the Statutory Director's statutory duties.
- (b) be the Registrar or a deputy Registrar under the Act;
- (c) hold a position in the BAO that is subordinate to the Registrar or a deputy Registrar; or
- (d) be an employee or director of a trade association representing the interests of the regulated sector;
- (e) be a licensee under the Act.

ARTICLE TWELVE: PROTECTIONS FOR DIRECTORS AND OFFICERS

12.1 For the Protection of Directors and Officers

Except as otherwise provided in the ONCA and the SCSAA, no Director or officer of the BAO, shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director or officer or employee;
- (b) any loss, damage or expense incurred by the BAO through the insufficiency or deficiency of title to any property acquired by the BAO or for or on behalf of the BAO;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the BAO shall be placed out or invested;
- (d) any loss or damage arising from the tortious act of any person or corporation including any person or corporation with whom or with which any monies, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings by others with any moneys, securities or other assets belonging to the BAO; or
- (f) any other loss, damage or misfortune that may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto

unless the same shall happen by or through the Director's or officer's own dishonesty, negligence or willful misconduct.

12.2 Indemnities to Directors and Officers

Every Director or officer of the BAO, or a former Director or officer of the BAO shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the BAO or other entity. This includes all legal fees and other expenses (a “claim” or collectively, the “claims”) which the Director or officer, may sustain or become subject to by reason of being or having been a Director or officer of the BAO. However, this indemnity does not apply with respect to claims:

- (a) arising from any circumstances for which coverage is provided under an insurance policy or claims fund to the extent that the Director or officer is indemnified or covered under such policy or fund; or
- (b) arising out of circumstances in which the Director or officer did not act honestly, in good faith and in the best interests of the BAO.

12.3 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the BAO shall make the disclosure as required by the ONCA, the Code of Conduct for Directors under the Administrative Agreement or any applicable laws. Except as provided by the ONCA, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

ARTICLE THIRTEEN: CODES OF CONDUCT

13.1 Requirement for Codes of Conduct

The BAO shall establish a code of conduct for Directors under the approval of the Minister. The code of conduct will include rules respecting conflicts of interest, political activity and disclosure of wrongdoing.

The BAO shall also establish a code of conduct for its compliance personnel relating to the BAO’s compliance and enforcement responsibilities under the Act and any other legislation that is in keeping with the spirit and principles of the most recent Ontario Public Service Regulator’s Code of Practice.

The BAO shall make every effort to ensure that the codes of conduct are complied with by every Director and officer of the BAO and every other person employed, retained or appointed by the BAO.

The BAO shall ensure that the codes of conduct are made available for public inspection.

ARTICLE FOURTEEN: CUSTODY AND VOTING SHARES AND SECURITIES

14.1 Custody of Securities

All shares and securities owned by the BAO shall be lodged (in the name of the BAO) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by Ordinary Resolution of the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.

All share certificates, bonds, debentures, notes or other obligations belonging to the BAO may be issued or held in the name of a nominee or nominees of the BAO (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

ARTICLE FIFTEEN: EXECUTION OF INSTRUMENTS

15.1 Execution of Instruments

Contracts, documents or any instruments in writing, requiring the signature of the BAO may be signed by any two (2) Directors and all contracts, documents and instruments in writing so signed shall be binding upon the BAO without any further authorization or formality. The Board shall have power from time to time by Ordinary Resolution to also delegate these powers to one (1) Director and the Registrar or CEO or appoint any officer or officers or any person or persons on behalf of the BAO to either sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

ARTICLE SIXTEEN: CHEQUES, DRAFTS, NOTES, ETC.

16.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the BAO and in such manner as the Board may from time to time designate by Ordinary Resolution.

ARTICLE SEVENTEEN: NOTICES

17.1 Service

Unless provided otherwise in the By-law or any applicable law, any notice or other document required by the Act, the ONCA, any other applicable law or the By-law to be sent to any Director or to the auditor shall be delivered personally or sent by prepaid mail or by electronic mail or facsimile to any such Director at their latest address as shown in the records of the BAO and to the auditor at its business address, or if no address be given therein then to the last address of such Director known to the Secretary or by such other methods of service as the Board may by Ordinary

Resolution direct, provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person or corporation entitled thereto, which consent may be sent to the BAO by electronic mail or facsimile.

17.2 Signature to Notices

The signature of any Director or officer of the BAO to any notice or document to be given by the BAO may be written, stamped, typewritten or printed or partly written, stamped, typewritten, printed or electronic.

17.3 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-law, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

17.4 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in section 16.1 and put into a post office or into a letter box. With respect to every notice or other document sent electronically or by electronic mail or facsimile or by such other methods of service as the Board may by Ordinary Resolution direct, it shall be sufficient to prove that such notice was sent from the BAO. A certificate of an officer of the BAO, indicating that the envelope or notice of transmission or receipt was properly addressed shall be conclusive evidence of the delivery thereof and shall be binding on every Director, officer or auditor of the BAO as the case may be.

ARTICLE EIGHTEEN: POLICIES

18.1 Policies

The Board may by Ordinary Resolution make or prescribe such policies or rules consistent with its By-law or applicable law or the Administrative Agreement relating to the management and operation of the BAO and such other matters as in any way relate to the BAO, its objects or the conduct of its affairs.

ARTICLE NINETEEN: BY-LAWS AND RESOLUTIONS

19.1 By-laws and Resolutions

Subject to the ONCA, the SCSAA, the Administrative Agreement and any other applicable law:

- (a) The Board may from time to time enact By-laws relating in any way to the management of the BAO and for the conduct and administration of the BAO's affairs.
- (b) The Board shall also make a By-law or resolution regarding who can serve as Directors elected to the Board, the criteria for their nomination, the process for their election, the length of their term and whether they can be re-elected. This By-law

or resolution must have the approval of the Minister in writing and any change thereto or repeal thereof shall also require the approval of the Minister.

- (c) No By-law shall be effective until approved or confirmed by Ordinary Resolution of the Members at a meeting duly called for the purpose of considering same.

19.2 Available to the Public

The BAO shall make the By-laws available for public inspection within thirty (30) days after they are made by the Board and shall post all such By-laws on the BAO website.

19.3 Amendment

The Board may, by Ordinary Resolution and with any required Member approval, make, amend or repeal any By-law that regulates the activities or affairs of the BAO. Any such By-law, amendment or repeal shall be effective from the date of its confirmation or approval by the Minister.

ARTICLE TWENTY: AUDITORS

20.1 Auditors

The Members shall at each annual meeting of Members by Ordinary Resolution appoint an auditor to audit the accounts of the BAO who shall hold office until the close of the next annual meeting, or until the auditor dies or resigns, is declared disqualified under section 69(5) of the ONCA, or is removed by the Members by Ordinary Resolution at a Special Meeting under section 71 of the ONCA. If a vacancy is created by the removal of an auditor, it may be filled at the meeting at which the auditor is removed, or if not so filled, it may be filled in accordance with section 72 of the ONCA. Regardless of the length of the term of appointment, the Members have the authority to change and/or renew the auditor on a yearly basis. The maximum period for a firm to be appointed and re-appointed by the BAO as its auditor is ten (10) years total. The appointed auditor shall provide a report to the Directors on the audited accounts of the BAO at a time determined by the Board, to be reviewed and approved by the Board prior to its inclusion in the Annual Report. The remuneration of the auditor shall be fixed by the Ordinary Resolution of the Members.

ARTICLE TWENTY-ONE: FINANCIAL YEAR

21.1 Financial Year

The financial year of the BAO shall terminate on the 31st day of March in each year or on such other date as the Directors may from time to time by Ordinary Resolution determine.

ARTICLE TWENTY-TWO: GENERAL

22.1 By-law No. 3 comes into force and Repeal of By-Law No. 2

This By-law shall come into force following the Minister's approval, confirmation by a

majority of the Board and confirmation by Ordinary Resolution of the Members on a date to be selected by them. Upon the coming into force of this By-Law No. 3, By-Law No. 2 is repealed. All previous By-laws of the BAO are repealed and are superseded by this amended and restated general By-law. The said repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such By-law before its repeal.

22.2 Giving of Notice

No error or omission in the giving of notice to any person entitled thereto, and no non-receipt of such notice, shall invalidate any decision taken or resolution passed.

22.3 By-law interpreted according to the Laws of Ontario

This By-law shall be interpreted according to the laws of the Province of Ontario.

22.4 Presumptions in By-law


Where appropriate in the circumstances, this By-law may be read with changes of gender or number presumed, unless such presumption patently changes the intended meaning of the By-law.

22.5 Ultra-Vires or Illegality

If any provision of this By-law is determined to be ultra vires or illegal, such finding shall not affect the balance of this By-law.

IN WITNESS WHEREOF the parties hereto have executed this By-law:

Bereavement Authority of Ontario



Chair of the Board

Andrew Roy
Andrew Roy (May 31, 2024 15:10 EDT)

Vice Chair

May 28, 2024

Date

May 28, 2024

Date