



# **YORK MILLS VALLEY ASSOCIATION**

## **80<sup>th</sup> ANNUAL GENERAL MEETING**

**SATURDAY, DECEMBER 7<sup>th</sup>, 2019  
9:00 A.M. – 11:00A.M.**

**THE MILLER TAVERN, 3885 YONGE ST.**

### **AGENDA**

#### **Formal Business:**

- Minutes of the Annual General Meeting of December 16<sup>th</sup>, 2018
- Approval of Fiscal 2019 Financial Statements and Treasurer's Report
- Election of Directors and Officers
- Approval of Amended and Restated By-Laws
- Any Other Business

#### **Reports:**

- President's Report
- Storm Water Management & Road Reconstruction
- Development
- Environment and Beautification
- Community Safety
- Communication
- Membership
- YMVA Neighbourhood Activity Group

## **Minutes of the 2018 Annual General Meeting of Members of the YMVA**

Minutes of the 2018 Annual General Meeting of Members of the York Mills Valley Association held on December 16, 2018 at the Miller Tavern.

The meeting commenced at 9:45am. Simon Levy acted as Chair of the meeting, and announced that the formal business of the meeting would be dealt with first.

### **1. Approval of Minutes**

Simon thanked Christine Acconcia for extensive and accurate minutes.

Simon invited everyone to review the minutes and asked if there were any questions. There being no questions regarding the minutes of the 2017 annual meeting of Members, upon motion duly made and seconded, the minutes were approved by the Members.

### **2. 2018 Financial statements of the YMVA**

Simon thanked Deborah McCutcheon for working with Liptons LLP, the YMVA's accountants, in preparing the 2018 financial statements.

In response to a question regarding whether it is possible to have financial statements before the meeting, Simon replied that they could potentially be sent by email, but timing of their preparation is an issue.

Upon motion duly made and seconded, the 2018 financial statements were approved by the Members.

### **3. Election of Directors and Officers**

The list of nominees for election to the Board of Directors and as officers of the YMVA, and their brief bios, were read by Chris Hewat. No other nominations were received. Upon motion duly made and seconded, the nominees for election to the Board of Directors and as officers of the YMVA were approved by the Members.

### **4. Amendment of By-laws**

Simon and Chris explained the purpose of the proposed by-law amendment to provide advance notice of nominees to the Board, and to allow a vote for the nominees to the Board as a slate unless additional nominees are proposed.

Member of Parliament Rob Oliphant then joined the meeting and addressed the Members.

Following his remarks, the discussion of the proposed amendment to the By-laws continued. Discussion extended to:

- clarification of the proposed amendment
- providing greater transparency on the Director nomination process through email and enabling Members to provide nominations online
- the difficulty faced by the Board in finding individuals prepared to serve as Directors or take on responsibility for community projects or events
- the use of term limits and other means to encourage Members to join the Board.

Following discussion, upon motion duly made and seconded, the resolution proposed amendment to the By-laws was approved by the Members.

## **5. Reports from Committees**

The meeting discussed safety and security of the community. Simon indicated that Lawrence Park has developed an online neighbourhood watch that the Board will look into. Concerns with police response time and private security company service were discussed. Installation of a high-resolution camera system was suggested.

The issue of empty houses in the Valley and safety and aesthetic concerns were discussed.

The business of the meeting was then concluded.

Louise Sugar provided a tribute and thanks to Simon Levy for his years of service to the Community as President of the YMVA Board. Simon thanked Louise, and responded that his family had a choice to stay or leave, and they decided to stay because of the community. Simon stated that he considered himself privileged to live here, and to have been able to have contributed to the community.

The meeting adjourned at 11:35 am.

**TREASURER'S REPORT**  
**Jonson Sun**

Dear Fellow Valley Neighbours:

During fiscal 2019, YMVA total assets grew from \$344,712 as of October 31, 2018 to \$347,368 as of October 31, 2019, consisting of:

Cash –	\$12,208
Investments -	\$335,160

Total revenue in fiscal 2019 of \$17,811 consisted of:

Membership and Beautification revenue	\$6,380
Interest income	\$10,431
Netflix donation for movie “Zeus”	\$1,000

Total expenses for fiscal 2019 were \$15,155.

Please see the financial statements of the YMVA as at and for the year ended October 31, 2019 compiled by Lipton LLP, Chartered Professional Accountants, through a Notice to Reader engagement, distributed separately.

Warm regards,

Jonson Sun  
Treasurer

## PROPOSED OFFICERS AND DIRECTORS FOR YEAR ENDING OCTOBER 31, 2020

### YORK MILLS VALLEY ASSOCIATION

#### Officers/Directors

President	- Chris Hewat
Vice-President	- Louise Sugar
Secretary	- Jennifer Young
Treasurer	- Jonson Sun
Past President*	- Simon Levy

#### Other Directors

Christine Acconcia	- Environment and Beautification
Ann Bedard	- Community Safety
Leslie Gage	- Membership
Nick Dhillon	
Annie Katsiris	- Communications, Neighbourhood Activity Group Chair
Dan Mida	- Member, Development Committee
Diana Salerno	- Chair, Development Committee

\* denotes unelected position

Brief biographical notes on the Members proposed for election are set out below:

**Chris Hewat** – Chris has been a member of the YMVA Board for 9 years. Chris is a corporate lawyer, focusing on mergers and acquisitions, financing and corporate governance. He and his family have lived in the Valley since 2001.

**Louise Sugar** – Louise has been a member of the YMVA Board since the beginning of the storm water installation and roads reconstruction project, in Hogg's Hollow. Louise has acted as liaison between residents and the City. Louise and her family have lived in Hogg's Hollow for 15 years.

**Jennifer Young** – Jennifer has served on the YMVA Board since 2013, and she and her family have lived in the Valley for 9 years. She currently spends her time managing her family's busy schedule and working in volunteer roles for her children's schools, cross country ski team and swim team. Previously, Jennifer taught secondary school mathematics and worked as a chemical engineer.

**Jonson Sun** – Jonson is the President of a merchant bank with a focus on M&A and advisory services, as part of a group of financial services companies that he co-founded in 2012. Jonson previously served as CEO of a merchant bank that he co-founded. Jonson and his wife have lived in the Valley since 2017, and Jonson joined the YMVA Board in 2018.

**Simon Levy** – Simon is an executive with one of Canada's Big 6 banks. Simon is the immediate Past President of the Board of Directors of the YMVA, having served in that role for 6 years. He and his family have lived in the Valley for over 20 years.

**Christine Acconcia** – At the age of 1, Christine moved into the Valley, briefly left and returned with her family in 1997. Since then she has been a YMVA Board member in roles which include Secretary 1997, co-Chair of the Valley Fair in 2003 and 2004, President 2010 to 2012, a member of the Development Committee since 2010 and Director of Environment and Beautification for over 10 years.

**Ann Bedard** – Ann and her family have lived in the Valley since 2002. She has been retired for the past four years; prior to that she was an occupational therapist. Post-retirement, Ann has enjoyed volunteer work and the opportunity to take advantage of the many wonderful activities in the Valley. Ann joined the YMVA Board in 2018.

**Leslie Gage** – Leslie joined the Board in 2018, and was Chair of the Neighbourhood Activity Group in 2012 as well as Co-Chair of the Valley Fair the same year. She has led various events and continues to be active with families in the neighborhood. Leslie and her family have lived in the Valley for 10 years.

**Nick Dhillon** – Nick grew up in Hoggs Hollow, where his parents moved 53 years ago, and are still here. Nick has spent most of his career in the heavy engineering construction business, and is currently an executive in a mining equipment company. Nick has been on the Board for the past three years.

**Annie Katsiris** – Annie's family has lived on Plymbridge for almost 23 years. She has actively volunteered for Neighbourhood Activity Group since she and her daughters took over the home 10 years ago, and has been Chair of the Neighbourhood Activity Group for the past 5 years.

**Dan Mida** – Dan is recently retired from his 34 year career as an investment banker based in Toronto. He and his family have lived in the Valley since 1993. Dan has joined the YMVA's Development Committee.

**Diana Salerno** – Diana and her husband have lived in the Valley since 2010. She is currently a registered Architect and Realtor and operates a full-service professional architectural practice in Toronto. Diana has been a member of the YMVA Development Committee since 2014 and joined the YMVA Board as Chair of the Development Committee in 2015.

## **PROPOSED AMENDMENT AND RESTATEMENT OF YMVA BY-LAWS**

At the Meeting, Members will be requested to consider and, if thought advisable, pass a resolution approving the proposed amendment and restatement of the By-Laws of the York Mills Valley Association. The amendments are designed to modernize the By-laws, which have not been updated since 2000. A copy of the proposed Amended and Restated By-Laws, marked to show all proposed changes, is attached as Schedule A to this circular. The proposed amendments are summarized as follows:

- Section 2 – provides that the YMVA may, but is not required, to have a corporate seal, which is seldom (if ever) used.
- Section 3 – changes the number of Directors permitted from 12 to a number determined by the Board of Directors between 10 and 15, to provide flexibility.
- Section 3 – provides that if an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected, to ensure continuity of the Board.
- Section 5 – provides that a quorum for a meeting of Directors shall be two-fifths rather than a majority of the Directors, to ensure the business of the Board can be conducted if a number of Directors are absent.
- Section 9 – provides that Directors and officers may be reimbursed for expenses properly incurred by them in attending meetings of or performing their duties to the extent approved by the Board, in line with past practice.
- Section 10 – provides that the officers of the YMVA are appointed by the Board of Directors, rather than the Members, to provide flexibility and align with typical corporate practice.
- Section 18 – provides that Member fees will be fixed by the Board.
- Section 19 – provides that notice of any business to be conducted at a meeting of Members have been provided to the President and Secretary not less than 15 days prior to the meeting date.
- Section 19 – provides that notice of meetings of Members may be provided by e-mail, replacing “telegraph”.
- Section 20 – clarifies which officer is to serve as chair of any meeting of Members.
- Section 29 – provides that notices to Members or Directors may be provided by e-mail.
- Section 32 – adds a provision that, subject to compliance with their fiduciary duties, Directors and officers shall have limited liability for their acts or the acts of others, or losses of the YMVA.
- Section 33 – the indemnification provisions in favour of Directors and officers have been updated.
- Section 34 – adds a provision confirming that the YMVA may obtain directors and officers insurance, consistent with past practice.
- Generally – housekeeping and clarifying amendments, and amendments to use gender neutral language.

A resolution of Members approving the proposed Amended and Restated By-Laws is set out below:

**“RESOLVED THAT** the amendment and restatement of By-law No. 1, being a by-law relating generally to the transaction of the business and affairs of the Corporation, in the form of Schedule A to the circular for the meeting of Members held on December 7, 2019, is approved without variation in accordance with the *Corporations Act* (Ontario).

### **Approval Threshold and Recommendation**

The proposed resolution requires a majority of votes cast by Members at the Annual Meeting FOR the resolution in order to be approved. The Board recommends that Members vote FOR the proposed resolution.

## **PRESIDENT'S REPORT**

**Chris Hewat**

Being new to the role of President of your Board, I have come to gain a much better appreciation of the extent of the efforts made by the Directors and others in supporting the work of the YMVA. Much of these efforts are behind the scenes, and on behalf of the Community, I would like to thank them all. While you will find details of the activity that has been undertaken in the reports that follow, this is just some of the work done, and I would like to single out and thank the following individuals (in no particular order) for their individual commitment:

- Simon Levy, who has continued to provide thoughtful guidance to the Board as Past President. I have a much better appreciation for his efforts as President over a six-year term, and thank him for those.
- Annie Katsiris, who Chairs the Neighbourhood Activity Group, which extends to involvement in organizing its activities; again served as co-Chair of the Valley Fair; and is our head of Communications, writing/editing/transmitting and following up on all YMVA E-Blasts, Newsletters and other communications.
- Diana Salerno, for her attentiveness to development proposals in the Valley, her oversight of the Development Committee and perhaps most importantly, her guidance on the Board's approach to dealing with development matters.
- Jonson Sun, for transitioning to the Treasurer role, and despite a busy day job with extensive travel, attending to our finances and preparing our financial statements.
- Jennifer Young, whose precision and efforts in organizing the Board as Secretary are much appreciated.
- Deborah McCutcheon, for her ongoing assistance, both in transitioning the YMVA Treasurer role and her continuing role as Treasurer of the Neighbourhood Activity Group.
- Perry Lupyrypa for her great work in organizing our Membership team; in revamping our website, including providing for membership renewal and reporting; and in assisting Leslie Gage as our new head of Membership, as well as me.
- Karen Trimmer and Noreen Peroff for their ongoing support of our Membership efforts, including Member renewals and the Valley Directory.
- Ann Bedard for her efforts as head of Community Safety, including spearheading our new Neighbourhood Watch system.
- Nick Dhillon, for his diligence on Board matters and technical input in particular.
- Louise Sugar, who has relentlessly pursued City officials and contractors in connection with the road and stormwater reconstruction and bridge reconstruction projects, as well as numerous other matters affecting the Valley, which has been of great value to all of us.
- And last, but certainly not least, Christine Acconcia, whose attentiveness to Valley matters in addition to Environment and Beautification, and her support as a Past President of the YMVA, have been greatly appreciated.

I would also like to thank Fran Clarke for having served as a Director, as well as a member of our Development Committee, for a number of years – her input has been very well received. I would like to welcome long-time Valley resident Dan Mida as a nominee for election to the Board, as well as a new member of the Development Committee.

We look forward to seeing and hearing from you at the AGM, and for those who cannot join us, wish you all the best for the coming holiday season.



# **STORMWATER MANAGEMENT & ROAD RECONSTRUCTION REPORT**

**Louise Sugar**

## **Hogg's Hollow Phase 7**

*Brookfield Road* - from Donino Ave to Plymbridge Cres.

*Donino Ave N.* - from Brookfield Road to Donino Ave Bridge

*Old Yonge St.* - From Mill St to Campbell Cres.

The construction of the Hogg's Hollow Phase 7 can only take place after the Plymbridge Rd Bridge and the Mill St. Bridge have been completed, because both accesses to East section of Hogg's Hollow, Brookfield and Plymbridge Rd, cannot be closed at the same time. The construction of Phase 7 is tentatively scheduled for 2022, but the YMVA will keep in touch with the City to ensure that road work is resumed as soon as possible.

## **Hogg's Hollow Phase 6 - Final Work In Progress**

Green Valley Rd, York Valley Cres and Old Young St

*Green Valley Road* - from May Tree Road to York Valley Crescent

The reconstruction of the storm sewer and the road have been completed. Construction of the Outfall and Storm Sewer inside the Rosedale Golf Club The construction inside the Golf Club has been completed.

*Old Yonge Street*

The storm sewer construction has been completed, and weather permitted the asphalt will be placed this week and the road construction will be completed. The restoration of the driveways and sodding of the front yards will be completed by December 13, 2019.

The Staging / Equipment storage area on Mill St and Donino Ave will be decommissioned in the next two weeks. Decommissioning of this area will start on November 25. The contractor will return this area to parkland.

## **Bridge Repair**

*Donino Ave Bridge:* This Bridge is currently under Construction. The team recently placed new concrete girders and contractor is installing the forms to pour the new bridge deck. The project has been delayed to approximately the end of January 2020 due to certain field changes to the watermain. The contractor hopes for an improved weather day near completion to do final paving.

*Plymbridge Rd. Bridge:* Work for this bridge is currently in design phase. The bridge will be replaced and the tentative start will be May 2020. The road will be closed at the bridge location with a signed detour in place.

*Mill Street Bridge:* Work for this bridge is also in design phase. The bridge will be rehabilitated starting in May 2021. The traffic management plan is currently under review, and will take into consideration both the local Hogg's Hollow and other commuter traffic that crosses this bridge daily.

## **DEVELOPMENT REPORT**

**Diana Salerno**

### **Development Committee**

Our volunteer Development Committee's primary objective is to help preserve the unique, natural character of our neighbourhood and support the neighbourhood in three important ways:

- 1) Evaluating and commenting on new construction proposals submitted to the Committee of Adjustment and other related planning progressions;
- 2) Acting as a resource to assist neighbours in navigating through development-related issues; and
- 3) Providing a forum to organize efforts around broader neighbourhood development issues throughout the City.

The Development Committee is currently composed of seven volunteer residents with a diversity of background and experience within the building and real estate professions, as well as non-industry members. By taking a balanced approach in evaluating individual proposals, the Development Committee supports reasonable evolution in building standards and tastes, while raising concerns about individual projects that may have a significant negative impact on the neighbourhood. We also aim to facilitate broader neighbourhood involvement with development-related issues.

### **What the Development Committee does throughout the Year**

- 1.) We provide a strong voice on behalf of our residents to municipal and provincial authorities in matters relating to new developments, such as Committee of Adjustment, the Toronto Official Plan amendments, Ravine Guidelines, etc.
- 2.) Through our membership with FoNTRA and in collaboration with CORRA, we join other local Neighbourhood Associations to protect the integrity of North York neighbourhoods against harmful legislation changes.
- 3.) We review each Committee of Adjustment application circulated within the YMVA boundaries to ensure it corresponds to our neighbourhood development guidelines and maintains the integral character of our neighbourhood.
- 4.) We provide our residents with support and direction on how to engage with their neighbours and navigate individual Committee of Adjustment or Toronto Local Appeal Board (formerly OMB) applications.
- 5.) In some instances, individual members of our committee (on behalf of the Board) will volunteer their time to attend individual hearings to provide support on neighbourhood-related matters.

### **Proposed Developments in 2019**

This year, the Development Committee reviewed 11 applications to the Committee of Adjustment. The irregularity of lots in the valley seem to trigger several Committee of Adjustment applications every year, and the Development Committee's primary focus continues to be on overbuilding and the erosion of green space. Over the last year, the Development Committee identified concerns with individual Minor Variances proposed within 9 applications, and over the course of the year, individual members of our Committee conversed with the homeowners, designers/agents, and local neighbours to assist in facilitating open communication between residents regarding new developments.

If you receive a notice from the Committee of Adjustment and have questions about a new build project near you, we encourage you to contact one of the members of the Development Committee to review the application and highlight the areas of greatest concern. Residents are also encouraged to speak with the Applicant (or their Agent) directly to review the application in advance of the hearing date. One of the members of the Development Committee may also be available to participate in the discussion if a meeting is arranged with advance notice. An individual meeting with the owner of a development can assist in clarifying any ambiguity surrounding an application, and in some instances, the owners may offer to make modifications to address individual concerns in advance of the hearing.

## **ENVIRONMENT AND BEAUTIFICATION REPORT** **Christine Acconcia**

Because of all the continuing construction, this has been another quiet year with regard to beautification efforts. Spring Clean Up is always a fun and successful event, and this year we had quite a few volunteers from Forest Glen Crescent doing a fantastic job picking up lots of litter up behind the Loblaws wall. With those same neighbours, we have been focusing on the flower bed and notice board area up there. Out of the Beautification Fund, we have authorized a budget of up to \$600 budget for low bushes, bulbs and other plants to enhance the continuing work done by immediate neighbours.

The TRCA is working with Toronto's Parks and Forestry Division in trying to add to the design already approved by the Board two years ago for the end of Knightswood Road. They have the budget for some work now for:

- The ramp to the water will remain as it is - gabion stone for construction access. Parks and Forestry has requested that gravel not be used for the pathway. They prefer to keep it as grass.
- After receiving permission from the neighbour closest to the invasive Manitoba Maples, the TRCA is trying to get permits from Toronto to remove them. TRCA's forestry specialists recommend removing the Manitoba Maples because they will prevent the new trees already in the plans from surviving.
- At this point, 2 armour stone benches are still in the plan.
- Once all the permits are in place, TRCA will begin the work. Given that winter is fast approaching, it may be Spring 2020.
- Next year, once the work has been completed, I would like to plant some other small flowering plants to add to what the City has planted without adding more work to the Park maintenance folks.

Thank you to those who have added a donation to the Beautification Fund when renewing their YMVA Membership this year, which stands at \$13,385 as at October 31, 2019. It's much appreciated and will be put to good strategic use. If you have any suggestions to add to our Country in the City, please email me at: [yogawithchris@rogers.com](mailto:yogawithchris@rogers.com).

## **COMMUNITY SAFETY REPORT**

**Ann Bedard**

Over the past year, there has been a wonderful focus on enhancing safety within our community. We have formed a Neighbourhood Watch email group, which now boasts 105 members. The purpose of this group is to inform Members of safety-related issues such as break ins occurring in our community, or to pass on specific crime prevention tips. Our goal is to keep everyone informed, while reducing rather than increasing the number of emails you receive about safety in our community. Neighbours have done a great job of providing information in a timely fashion allowing us to share with the wider group.

The information sharing has been particularly effective in the instances when there have been suspicious people moving around the neighbourhood with no legitimate purpose. Examples have included people going into backyards or checking doors, as well as the problem of a fraudulent home repair scam being carried out in the early fall. Neighbours have shared information and been vigilant, reducing the potentially negative outcomes. Happily, a number of arrests have been made following a number of these incidents.

Specific crime-related events over the past year include a car theft in July, incidents of vehicle break ins in the fall, a home break in in May and three in August.

Neighbourhood Watch signs featuring the YMVA logo are now available at no cost to those who are members of both the YMVA and the Neighbourhood Watch Group. Please contact Ann Bedard at:

416-440-0801

[afbedard@rogers.com](mailto:afbedard@rogers.com).

## **COMMUNICATION REPORT**

**Annie Katsiris**

Communication for the Hogg's Hollow community is facilitated several ways:

*Website (www.hoggshollow.net)*

We are working with our website manager to help us upload announcements, e-blasts, Newsletters and other communications to provide quick reference to relevant information and enable users to learn more about the Valley.

*E-blasts*

Monthly blast emails (including special announcements and reminders) contain information of neighbourhood events, road work, safety concerns, and social and other events.

*Newsletters*

Two paper issues (Fall/Winter and Spring/Summer) delivered to every home by volunteers.

*Posters*

Information is posted at 3 sites. The north west corner of Mill Street/Old Yonge, the Millstone Parkette and Doncliffe.

If you have any questions about the Valley Communications and/or you would like to confirm your email address to receive the monthly e-blasts, please contact Annie at [anniekatsiris@hotmail.com](mailto:anniekatsiris@hotmail.com).

## **MEMBERSHIP REPORT**

**Leslie Gage**

The Membership Director role was vacant for much of 2019. Many thanks to Perry Lupyrypa for her years of service and developing an online process for membership renewal. In 2019 the Board committed to further streamline the membership process utilizing the online component: targeted messaging and more promotion of the e-payment process.

In 2019 the Board also determined that there was difficulty in matching membership fees to our October 31 fiscal year, and so decided that next year we will be advancing the timing of our membership renewal request to the Spring of 2020 (as has been done in the past). That request will be for renewal to October 31, 2021. This will enable membership fees to be collected and recognized in our fiscal year, which ends October 31. Therefore, if you wish to renew your membership for two years now on the website, that option is available – your two-year renewal will be valid until October 31, 2021. Anyone renewing this year for two years will receive automatic confirmation of their renewed membership next Spring.

In November 2019 Leslie Gage took on the role of Membership Director with the goal of further streamlining the membership process and increasing engagement amongst Members. The Board recognizes that we need to demonstrate value to Members and so increased feedback from our neighbours will be an important component of our 2020 plan.

### **1) 2019 MEMBERSHIP CAMPAIGN:**

#### **Communication of the campaign:**

- Valley Fair at the membership table
- YMVA Eblasts, automated emails
- Posters, Valley Newsletter
- Street Reps – currently following up with their neighbors

#### **RESULTS TO DATE:**

In late November the list of Street Reps was validated, and an updated list of Members/non-Members was distributed to them so they could reach out to those non-Members in advance of the AGM. This was to ensure non-Members paid dues if they wanted to vote at the AGM, as well as serve as a great opportunity to touch base and thank Members for their support.

#### **Recommendations/future considerations**

- Continue to streamline the membership process by utilizing targeted emails
- For the Spring Drive, use professionally made signage throughout the Valley as well as a pre-printed membership leaflet to be left in mailboxes
- Leaflet to include feedback mechanism: either drop off to Street Rep or online
- Budget allowance for Volunteer/ Membership Appreciation event; stand-alone or part of Valley Fair
- Budget allowance for Welcome Package to be re-instated
- Street Rep Vacancies filled using Eblasts: Scotch Elmway, Old Yonge and York Valley

#### **SPECIAL THANKS**

- Perry Lupyrypa for all her work organizing Street Reps and establishing the online platform
- Karen Trimmer, Annie Katsiris and Deb McCutcheon for all their help supporting the development of the online platform
- Lydia Dhillon for managing the Membership Table at the Valley Fair, Thank You Lydia!

**NEIGHBOURHOOD ACTIVITY GROUP (NAG) REPORT**  
**Annie Katsiris**

The YMVA NAG committee members very happily volunteer their time and energy to organize and facilitate the many social events and clubs that help engage our neighbours and promote the unique sense of community in Hogg's Hollow.

The following lists just a portion of these special events:

Valley Fair	Cookie Exchange	Potluck Luncheons
Dinner Club	Soup Swap	Holiday Caroling
Book Club	Wine Tasting	Fall/Spring Socials
Walking Group	Mom's Group	Park Play Days

Of special note:

Our annual Valley Fair was a big success. Everyone who attended our 'Year of the Pig' themed event had lots of fun with the games and activities. A huge thank you to all the very generous sponsors and amazing volunteers who contribute to this time-honoured event. A special thank you to Morgan Donaldson and Anika Nayar for helping organize. Planning for the 2020 event will begin in January.

Our awesome NAG volunteers are too numerous to mention individually but a heartfelt thank you to each and every one of you who has hosted, organized and otherwise committed your valuable time to facilitate the many events we all appreciate.

Thank you to the Clark's for hosting a fabulous Fall Social recently. Everyone enjoyed your lovely home and warm hospitality.

For details of any upcoming events, please refer to your most recent newsletter or the monthly e-blast. If you have any questions about our neighbourhood activities, please feel free to email Annie Katsiris at [anniekatsiris@hotmail.com](mailto:anniekatsiris@hotmail.com).

We welcome anyone and everyone who would like to contribute ideas or volunteer some time to the Hogg's Hollow social calendar. Helping develop friendships between our neighbours to enhance our sense of community is our mandate. We encourage any families, new or old to the Valley to consider hosting an event and/or attending our activities.

Please contact Annie Katsiris at [anniekatsiris@hotmail.com](mailto:anniekatsiris@hotmail.com) if you would like to learn more about NAG and how to get involved or come to a meeting. Our next NAG meeting will take place in January to plan our winter and spring events. Again, notice will be given via email blasts, website updates and posters.

Thank you for participation!

**Schedule A**

**Amended and Restated By-Laws of the York Mills Valley Association**

## York Mills Valley Association By-Laws

### HEAD OFFICE

1. The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

### SEAL

2. ~~The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.~~ The Corporation may, but need not, have a corporate seal and if one is adopted it shall be in a form approved from time to time by the Board of Directors.

### BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a Board of Directors consisting of ~~twelve (12)~~ not less than 10 and not more than 15 Directors elected as provided herein and the immediate past president of the Corporation who shall serve, if available, as an ex officio director with voting privileges who shall be counted in the calculation of the quorum for ~~board~~ meetings of the Board of Directors. Each of the elected Directors shall, at the time of election or within ~~ten (10)~~ days thereafter and throughout the term of office, be a Member of the Corporation. Each elected Director shall be elected to hold office until the first annual meeting after ~~he or she~~ they shall have been elected or until ~~his or her~~ their successor shall have been duly elected and qualified. All of the elected Directors shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. In the event that the number of nominees for election as a Director of the Corporation at an annual meeting of Members exceeds ~~12~~ the number nominated by the existing Board of Directors (the "Number To Be Elected"), then the election of Directors shall proceed by voting for each nominee on an individual basis, and the ~~12~~ number of nominees equal to the Number To Be Elected receiving the highest number of votes for their election at the meeting shall be elected. Nomination of any eligible individual for election as a Director at an Annual Meeting by any Member (other than the current members of the Board of Directors) shall be provided in writing to the President and the Secretary of the Corporation not less than 30 days prior to the date of the first anniversary of the immediately preceding Annual Meeting. ~~The election may be by a show of hands unless a ballot be demanded by any Member.~~ The Members of the Corporation may, by resolution passed by at least two-thirds ~~(2/3)~~ of the votes cast at a



general meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of ~~his or her~~their term of office and may, by a majority of the votes cast at that meeting, elect any person ~~in his or her~~their stead for the remainder of that person's term. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

#### VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. ~~A majority~~Two-fifths of the ~~directors~~Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or a Vice-President or by the Secretary on direction of the President or a Vice-President or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned or sent by other electronic communication to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than two days before the meeting is to take place. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board of Directors may appoint a day or days in any month or months for regular

meetings at any hour to be named and of such regular meeting no notice need be sent. A meeting of the Board of Directors'~~meeting~~ may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.~~– If all of the Directors of the Corporation consent, a~~ A meeting of the Board of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously and a Director participating in such meeting by such means is deemed to be present at that meeting.

### ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of Directors shall be decided by a majority of votes cast. In case of an equality of votes, the ~~Chairman~~Chair, in addition to ~~his~~their original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the ~~Chairman~~Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President ~~his~~their duties may be performed by the Vice-President or such other Director as the Board of Directors may from time to time appoint for the purpose.

### POWERS

8. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as

the Corporation is by its charter or otherwise authorized to exercise and do. The powers of the Board of Directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

### REMUNERATION OF DIRECTORS

9. The Directors shall receive no remuneration for acting as such. However, the Directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of or performing their duties as members of the Board of Directors or any committee thereof to the extent approved by the Board of Directors.

### OFFICERS OF CORPORATION

10. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may ~~determine by by law~~ appoint from time to time at a duly convened meeting of the Board of Directors. One person may hold more than one office except the offices of President and Vice-President, if one is ~~elected~~ appointed. The President, Vice-President, (if any), Treasurer and Secretary and any other officer shall ~~be elected by the members at each annual meeting of members, provided that in default of such election such officers may~~ be appointed by ~~the Directors. The other officers~~ vote of the Corporation ~~need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board~~ Board of Directors.

### DUTIES OF PRESIDENT AND VICE-PRESIDENT

11. The President shall, when present, preside as Chair at all meetings ~~of the Members of the Corporation and~~ of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board of

Directors for the purpose shall sign all by-laws and, if any, membership certificates. During the absence or inability of the President, ~~his~~their duties and powers may be exercised by the Vice-President, ~~(if any)~~, and, if the Vice-President or such other Director as the Board of Directors may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## DUTIES OF SECRETARY

12. The Secretary shall ~~be ex-officio clerk of the Board of Directors. He shall~~ attend and be the secretary of all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. ~~He~~The Secretary shall give all notices required to be given to Members and to Directors. ~~He~~The Secretary shall be the custodian of the seal of the Corporation, if any, and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which ~~he~~the Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution and ~~he~~the Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

## DUTIES OF TREASURER

13. The Treasurer or person performing the usual duties of a ~~Treasurer~~treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. ~~He~~The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of ~~him~~the Treasurer, an account of all ~~his~~ transactions as Treasurer and of the financial position of the Corporation. ~~He~~The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

## DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board of Directors ~~requires of them~~may specify.

## EXECUTION OF DOCUMENTS

15. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary or any two Directors and the Secretary shall affix the seal of the Corporation to such instruments as require the same. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board [of Directors](#).

The President, Vice-President, the Directors, Secretary or Treasurer, or any one of them or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

## BOOKS AND RECORDS

16. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## MEMBERSHIP

17. The membership shall consist of the residents of York Mills Valley, as listed in the [Annual Directory records](#) of the Corporation, whose annual dues have been paid. Members may resign by resignation in writing which shall be effective in accordance

with the terms thereof or upon acceptance thereof by the Board of Directors. In case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by that person to the Corporation prior to acceptance of the said resignation.

The Directors may, by resolution, provide for two classes of membership in the Corporation, namely non-voting and voting:

- a. the non-voting Members shall not be entitled to vote at the meetings of the Members of the Corporation, nor shall they be entitled to notice of such meetings; they shall not participate in any distribution of the property of the Corporation upon dissolution of the Corporation, but they shall be required to pay membership fees and dues, and
- b. the voting Members shall be the registered owners or the occupants, as the case may be, of real property located in the York Mills Valley and shall be restricted to one registered owner or occupant for each parcel of such real property having its own municipal address. Each voting Member shall: (i) be entitled to one vote at all meetings of the Members of the Corporation; (ii) be entitled to participate equally as among themselves in any distribution of the property of the Corporation upon dissolution of the Corporation; and (iii) pay annual membership dues in accordance with the provisions of the by-laws of the Corporation from time to time in force. In case of any dispute between the registered owner and the occupant of any such parcel of real property, the registered owner of such parcel shall be entitled to be registered as the voting Member of the Corporation for such parcel.

~~Each Member shall promptly be informed by the Secretary of that person's admission as a Member.~~

For the purposes of the by-laws of the Corporation, "York Mills Valley" means the geographical portion of the City of Toronto ~~shown on~~ [from Hedgewood Road to the map attached hereto as "Schedule A" North, Green Valley Road to the East, Doncliffe Drive to the South and Yonge Street to the West.](#)

## DUES

18. There shall be no dues or fees payable by Members except such, if any, as shall from time to time be fixed by ~~a majority vote~~ resolution of the Board of Directors, ~~which vote shall become effective only when confirmed by a vote of the Members at an annual or other general meeting.~~ The Secretary shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the Members in default shall thereupon automatically cease to be Members of the Corporation, but any such Members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

### ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. ~~The~~ Except as otherwise provided in this by-law, the Members may consider and transact any business either special or general ~~without any notice thereof~~ at any meeting of the Members provided that notice thereof has been provided in writing to the President and the Secretary of the Corporation not less than 15 days prior to the date of the meeting. The Board of Directors or the President or Vice-President shall have the power to call at any time a general meeting of the Members of the Corporation. No public notice nor advertisement of ~~member~~ Member's meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given by signage, posting on the website of the Corporation or other general means of dissemination as determined by the Board of Directors, and to each Member that has provided an email address to the Corporation by sending the notice by ~~prepaid mail~~ email or ~~telegraph,~~ other electronic communication, in each case not less than 10 days before the time fixed for the holding of such meeting; provided that any meetings of Members may be held at any time and place without such notice if all the Members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

20. The Chair of any meeting of Members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: President, Vice-President or Treasurer who is a Member or represents a Member. If no such person is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the Secretary of the Corporation is absent, the chair shall appoint some person, who need not be a Member, to act as Secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the Chair with the consent of the meeting.
21. The only persons entitled to be present at a meeting of Members shall be those entitled to vote thereat, the Directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the *Corporations Act* (Ontario) (the “**Act**”) or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

### ERROR OR OMISSION IN NOTICE

22. 20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation or a meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Member or Director, as applicable, may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer shall be ~~his~~their last address recorded on the books of the Corporation.

### ADJOURNMENTS

23. 21. Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment



took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## QUORUM OF MEMBERS

~~24. 22.~~ A quorum for the transaction of business at any meeting of Members shall consist of ~~fifteen (15)~~ voting Members present in person or represented by proxy; provided that in no case can any meeting be held unless there are at least two Members present in person.

## VOTING OF MEMBERS

~~25. 23.~~ Subject to the provisions, if any, contained in the Letters Patent or Supplementary Letters Patent of the Corporation, each voting Member of the Corporation shall at all meetings of Members be entitled to one vote and may vote by proxy. The holder of such proxy need not be a Member but, not less than forty-eight hours before the commencement of the meeting of Members, such proxy holder shall produce and deposit with the President or the Secretary sufficient appointment in writing signed by a Member and otherwise in form satisfactory to the President or the Secretary, acting reasonably, from each voting Member appointing that person as the proxy of the said voting Member. No voting Member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless that Member has paid all dues or fees, if any, then payable by that Member. At all meetings of Members, every question shall be decided by a majority of the votes ~~of~~ cast by the voting Members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a ~~poll~~ ballot be required by the Chair or demanded by any voting Member. Upon a show of hands, every ~~member~~ Member having voting rights shall have one vote and, unless a ~~poll~~ ballot be required by the Chair or demanded by a Member, a declaration by the ~~Chairman~~ Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. ~~The~~ A demand for a ~~poll~~ ballot may be withdrawn, but if a ~~poll~~ ballot be demanded and not withdrawn the question shall be decided by the votes cast by the voting Members present in person or by proxy, and such ~~poll~~ ballot shall be taken in such manner as the ~~Chairman~~ Chair shall direct and the result of such

~~poll~~ballot shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a ~~poll~~ballot, the ~~Chairman~~Chair shall be entitled to a second or casting vote.

## FINANCIAL YEAR

~~26. 24.~~ Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of October in each year.

## CHEQUES, ETC

~~27. 25.~~ All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## DEPOSIT OF SECURITIES FOR SAFEKEEPING

~~28. 26.~~ The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the

Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## NOTICE

~~29. 27.~~ Whenever under the provisions of the by-laws of the Corporation, notice is required to be given to a Director, officer or Member, such notice may be given either personally or ~~telegraphed or by depositing same in a post office or a public letter box, in a~~ by prepaid mail, sealed wrapper addressed to email or other electronic communication to the address, email address or equivalent of the Director, officer or Member ~~at his or their address as the same appears on the books of the Corporation~~. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box an aforesaid or, if ~~telegraphed~~ emailed or sent by other electronic communication, shall be held to be sent when the same was ~~handed to the telegraph company or its messenger~~ transmitted. For the purpose of sending any notice the address or email address or equivalent of any Member, Director or officer shall be ~~his~~ their last address as recorded on the books of the Corporation.

## BORROWING

~~30. 28.~~ The Directors may from time to time:

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

From time to time the Directors may authorize any Director, officer or employee of the Corporation or any other person 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 therefor, 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 Directors may authorize,

and generally to manage, transact and settle the borrowing of money by the Corporation.

## THE VALLEY FUND

~~31.~~ ~~29.~~ There shall be a Valley Fund, whose purpose shall be to assist the Corporation in considering or opposing public and private proposals or plans concerning the use and enjoyment of all public and private lands within or in proximity to York Mills Valley. The Fund shall be invested or spent as may be authorized from time to time by the Executive, provided that the expenditure of moneys of the Fund for purposes other than those defined herein shall be undertaken only pursuant to a resolution approved by a majority of Members voting at an annual or special meeting.

## LIMITATION OF LIABILITY AND INDEMNIFICATION

~~30. Every Director of the Corporation, and his heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the Corporation, given at any meeting of the Members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:-~~

~~a. all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for 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, and~~

~~b. all other costs, charges and expenses that 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.~~

32. Every Director and officer of the Corporation in exercising the powers and discharging the duties of a Director or officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the

foregoing, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the Director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

33. Subject to the Act, the Corporation shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such person's heirs, executors, administrators and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or officer of the Corporation or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

34. Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in section 33 as the Board of Directors may from time to time determine to be advisable.

**AMENDMENT AND RESTATEMENT OF BY-LAWS AND REPEAL OF CERTAIN PREVIOUS BY-LAWS**

35. 31. This by-law ~~repeals~~amends and ~~replaces~~restates the ~~previous~~existing by-laws ~~numbered 1, 4, 5, 6, 8 and 9~~ of the Corporation and repeals all prior by-laws of the Corporation.

## INTERPRETATION

36. 32. In this by-law and 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 genders as the case may be, and vice versa, and reference to persons shall include firms and corporations.

PASSED by the Board of Directors ~~and sealed with the corporate seal,~~ this 7th day of ~~December, 2000~~December, 2019.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

CONFIRMED by the ~~members~~Members of the Corporation this 7th day of ~~December, 2000~~December, 2019.

\_\_\_\_\_  
Secretary