

## **Supporting Documents**

**Item 4 – Attachment 1**

**Toronto Seniors Housing Corporation Articles of Incorporation**

Request ID: 026350435  
Demande n°:  
Transaction ID: 079738815  
Transaction n°:  
Category ID: CT  
Catégorie:

Province of Ontario  
Province de l'Ontario  
Ministry of Government Services  
Ministère des Services gouvernementaux

Date Report Produced: 2021/06/23  
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Time Report Produced: 04:05:14  
Imprimé à:

## **Certificate of Incorporation Certificat de constitution**

This is to certify that

Ceci certifie que

**T O R O N T O   S E N I O R S   H O U S I N G   C O R P O R A T I O N**

Ontario Corporation No.

Numéro matricule de la personne morale en  
Ontario

**0 0 2 8 4 9 6 3 6**

is a corporation incorporated,  
under the laws of the Province of Ontario.

est une société constituée aux termes  
des lois de la province de l'Ontario.

These articles of incorporation  
are effective on

Les présents statuts constitutifs  
entrent en vigueur le

**J U N E   2 3   J U I N ,   2 0 2 1**



Director/Directeur  
Business Corporations Act/Loi sur les sociétés par actions

Name of Corporation  
TORONTO SENIORS HOUSING CORPORATION

Ontario Corporation Number  
002849636

Request ID  
026350435

ADDITIONAL INFORMATION FOR ELECTRONIC INCORPORATION

CONTACT PERSON

First Name Last Name  
MICHAEL SMITH  
Name of Law Firm  
City of Toronto, Legal Services

ADDRESS

Street #	Street Name	Suite #	
55	JOHN STREET, METRO HALL	25th floor	
Additional Information		City	
		TORONTO	
Province	Country		Postal Code
ONTARIO	CANADA		M5V 3C6

TELEPHONE #: 416-392-7245

NUANS® SEARCH DETAILS

Corporate Name Searched on NUANS®  
TORONTO SENIORS HOUSING CORPORATION

NUANS® Reservation Reference #  
121272382

Date of NUANS® Report  
2021/05/11

Request ID / Demande n°	Ontario Corporation Number Numéro de la compagnie en Ontario
026350435	002849636

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

/

LOI SUR LES SOCIÉTÉS PAR ACTIONS

ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*

TORONTO SENIORS HOUSING CORPORATION

2. The address of the registered office is: *Adresse du siège social:*

C/O CITY SOLICITOR	
55 JOHN STREET, METRO HALL	Suite CITY OF TO
CITY OF TORONTO, LEGAL SERVICES	
(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)	
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureau, numéro du bureau)	

TORONTO	ONTARIO
CANADA	M5V 3C6
(Name of Municipality or Post Office)	(Postal Code/ Code postal)
(Nom de la municipalité ou du bureau de poste)	

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

MINIMUM 1 MAXIMUM 11

4. The first director(s) is/are: *Premier(s) administrateur(s):*

First name, initials and surname  
*Prénom, initiales et nom de famille*

Resident Canadian State Yes or No  
*Résident Canadien Oui/Non*

Address for service, giving Street & No.  
or R.R. No., Municipality and Postal Code

*Domicile élu, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal*

\* LAWRENCE ALWYN Yes  
D'SOUZA

55 JOHN STREET, METRO HALL Suite 25TH FLOOR  
CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6

Request ID / Demande n°

026350435

Ontario Corporation Number  
Numéro de la compagnie en Ontario

002849636

4. The first director(s) is/are:

*Premier(s) administrateur(s):*First name, initials and surname  
*Prénom, initiales et nom de famille*Resident Canadian    State Yes or No  
*Résident Canadien    Oui/Non*Address for service, giving Street & No.  
or R.R. No., Municipality and Postal Code*Domicile élu, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal*\* JAMES WILLIAM  
MEEKS

Yes

55 JOHN STREET, METRO HALL    Suite 25TH FLOOR  
CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6\* ROBERT WARREN  
LAW

Yes

55 JOHN STREET, METRO HALL    Suite 25TH FLOOR  
CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6\* MAUREEN ANNE  
QUIGLEY

Yes

55 JOHN STREET, METRO HALL    Suite 25TH FLOOR  
CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6\* PAUL WILLIAM JAMES  
AINSLIE

Yes

55 JOHN STREET, METRO HALL    Suite 25TH FLOOR  
CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6\* CAROLYN MARIE  
MACNEIL

Yes

55 JOHN STREET, METRO HALL    Suite 25TH FLOOR  
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*Résident Canadien    Oui/Non*Address for service, giving Street & No.  
or R.R. No., Municipality and Postal Code*Domicile élu, y compris la rue et le  
numéro, le numéro de la R.R., ou le nom  
de la municipalité et le code postal*\* LINDA LEAH  
JACKSON

Yes

55 JOHN STREET, METRO HALL    Suite 25TH FLOOR  
CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6\* BRENDA CAROL  
PARRIS

Yes

55 JOHN STREET, METRO HALL    Suite 25TH FLOOR  
CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6\* PAULA ELIZABETH  
FLETCHER

Yes

55 JOHN STREET, METRO HALL    Suite 25TH FLOOR  
CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6

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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

Not applicable

6. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

The Corporation may issue common shares only. Subject to Article 8, there are no limits on the number of common shares that may be issued.



Request ID / Demande n°

026350435

Ontario Corporation Number  
Numéro de la compagnie en Ontario

002849636

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares, and directors' authority with respect to any class of shares which may be issued in series:  
*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

1. The Directors of the Corporation shall not declare, and the Corporation shall not pay, any dividend on any issued share of the Corporation.

2. No part of the income of the Corporation shall be payable to or otherwise available for the personal benefit of any shareholder of the Corporation.

Request ID / Demande n°

026350435

Ontario Corporation Number  
Numéro de la compagnie en Ontario

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

No share or beneficial interest in any shares shall be allotted, issued or transferred to or owned by, any person other than the City of Toronto.

Request ID / Demande n°

026350435

Ontario Corporation Number  
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9. Other provisions if any:

*Autres dispositions, s'il y a lieu:*

1. The Corporation shall not issue any invitation to the public to subscribe for the securities of the Corporation.

2. On dissolution or winding up of the Corporation, any assets remaining after the satisfaction of and lawful provision of all debt, obligations and liabilities of the Corporation shall be distributed solely to the shareholder.

Request ID / Demande n°

026350435

Ontario Corporation Number  
Numéro de la compagnie en Ontario

002849636

- 
10. The names and addresses of the incorporators are  
*Nom et adresse des fondateurs*

First name, initials and last name  
or corporate name

*Prénom, initiale et nom de  
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code  
*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

\* LAWRENCE ALWYN D'SOUZA

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CITY OF TORONTO  
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CANADA M5V 3C6

\* JAMES WILLIAM MEEKS

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CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6

\* ROBERT WARREN LAW

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giving street & No. or R.R. No., municipality and postal code  
*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

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CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6

\* PAUL WILLIAM JAMES AINSLIE

55 JOHN STREET, METRO HALL Suite 25TH FLOOR  
CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6

\* CAROLYN MARIE MACNEIL

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TORONTO ONTARIO  
CANADA M5V 3C6

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First name, initials and last name  
or corporate name

*Prénom, initiale et nom de  
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business  
giving street & No. or R.R. No., municipality and postal code  
*Domicile élu, adresse du siège social au adresse de l'établissement principal, y compris  
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

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CANADA M5V 3C6

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CANADA M5V 3C6

\* PAULA ELIZABETH FLETCHER

55 JOHN STREET, METRO HALL Suite 25TH FLOOR  
CITY OF TORONTO  
TORONTO ONTARIO  
CANADA M5V 3C6

Name of Corporation  
TORONTO SENIORS HOUSING CORPORATION

Ontario Corporation Number  
002849636

Request ID  
026350435

## **ELECTRONIC INCORPORATION TERMS AND CONDITIONS**

The following are the terms and conditions for the electronic filing of Articles of Incorporation under the Ontario Business Corporations Act (OBCA) with the Ministry of Government Services. Agreement to these terms and conditions by at least one of the incorporators listed in article 10 of the Articles of Incorporation is a mandatory requirement for electronic incorporation.

- 1) The applicant is required to obtain an Ontario biased or weighted NUANS search report for the proposed name. The applicant must provide the NUANS name searched, the NUANS reservation number and the date of the NUANS report. The NUANS report must be kept in electronic or paper format at the corporation's registered office address.
- 2) All first directors named in the articles must sign a consent in the prescribed form. The original consent must be kept at the corporation's registered office address.
- 3) A Corporation acquiring a name identical to that of another corporation must indicate that due diligence has been exercised in verifying that the Corporation meets the requirements of Subsection 6(1) of Regulation 62 made under the OBCA. Otherwise, the Corporation is required to obtain a legal opinion on legal letterhead signed by a lawyer qualified to practise in Ontario that clearly indicates that the corporations involved comply with Subsection 6(2) of that Regulation by referring to each clause specifically. The original of this legal opinion must be kept at the Corporation's registered office address. The applicant must complete the electronic version of this legal opinion provided by one of the Service Providers under contract with the Ministry.
- 4) The date of the Certificate of Incorporation will be the date the articles are updated to the ONBIS electronic public record database. Articles submitted electronically outside MGS, ONBIS access hours, will receive an endorsement date effective the next business day when the system resumes operation, if the submitted Articles of Incorporation meet all requirements for electronic incorporation. Articles of Incorporation submitted during system difficulties will receive an endorsement date effective the date the articles are updated to the ONBIS system.
- 5) The electronic Articles of Incorporation must be in the format approved by the Ministry and submitted through one of the Service Providers under contract with the Ministry.
- 6) Upon receipt of the Certificate of Incorporation issued by the ONBIS system, a duplicate copy of the Articles of Incorporation with the Ontario Corporation Number and the Certificate of Incorporation must be kept in paper or electronic format. The Ministry will print and microfilm copies of the Certificate of Incorporation, the Articles of Incorporation and any other documentation submitted electronically. These will be considered the true original filed copies.
- 7) The sole responsibility for correctness and completeness of the Articles of Incorporation, and for compliance with the OBCA and all regulations made under it, lies with the incorporator(s) and/or their legal advisor(s), if any.

The incorporator(s) have read the above Terms and Conditions and they understand and agree to them.

I am an incorporator or I am duly authorized to represent and bind the incorporator(s).

First Name  
MICHAEL

Last Name  
SMITH

**Item 5 – Attachment 1**

**Toronto Seniors Housing Corporation Standard Form of Share  
Certificate**



NUMBER

01

SHARES

SHARE

# CERTIFICATE

*this Certifies that*

is the registered holder of \*\*\*\*\* common shares fully paid in Toronto Seniors Housing Corporation, subject to the Articles of Incorporation of Toronto Seniors Housing Corporation.

NAME

Title

NAME

Title

**Item 6 – Attachment 1**

**By-Law No. 1**

## **BY-LAW 1-2021**

**A by-law relating generally to the govern the business and affairs of**

### **TORONTO SENIORS HOUSING CORPORATION (the "Corporation")**

#### **CONTENTS**

- 1. Interpretation**
- 2. Registered Office and Seal**
- 3. Directors**
- 4. Meetings of Directors**
- 5. Remuneration of Directors**
- 6. Officers and Personnel**
- 7. Standard of Care and Liability of Directors and Officers**
- 8. Indemnification of Directors and Officers**
- 9. Meetings of Shareholder**
- 10. Shares and Transfers**
- 11. Dividends**
- 12. Execution of Documents**
- 13. Notices**
- 14. Banking and Fiscal**
- 15. Repeal and Amendment**
- 16. Effective Date**

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

#### **1. INTERPRETATION**

**1.01 In this by-law unless the context otherwise requires:**

**"Act"** means *Business Corporations Act*, (Ontario) as amended from time to time and includes the regulations under the Act as amended from time to time;

**"appoint"** includes "elect" and vice versa;

**"Articles"** means the articles of incorporation of the Corporation, as amended from time to time;

**"Board"** means the Corporation's Board of Directors;

**"By-laws"** means all by-laws of the Corporation;

**"Chair"** means the Chair of the Board;

**"Committee"** – means a Committee of the Board;

**"Corporation"** means the Toronto Seniors Housing Corporation;

**"Council"** means the Council of the City of Toronto;

**"Director"** a member of the Board of Directors;

**"HSA"** means the Housing Services Act, 2011, of the Province of Ontario, together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefore, as amended from time to time;

**"meeting"** means a meeting of the Board or a Committee;

**"notice"** means written or electronic notice;

**"person"** means an individual, a corporation, the Crown, a municipality, an agency, a board, a commissioner or any other entity;

**"quorum"** means the number of members to be present at a meeting to legally conduct business at the meeting;

**"recorded address"** means in the case of the Shareholder, its address as recorded in the Shareholders' register and in the case of a Director, officer, auditor or member of a Committee of the Board, such person's latest address recorded in the records of the Corporation;

**"Shareholder"** means the City of Toronto;

**"Shareholder Direction"** means the Shareholder Direction relating to the Corporation, being a written declaration by the Shareholder made in accordance with subsection 108(3) of the Act and referred to in the Act as a unanimous shareholder agreement, as amended by the Shareholder from time to time;

**"Special Meeting"** means a Board meeting other than a regular meeting, a continued meeting, or a reconvened meeting; and

**"telephonic or electronic means"** means telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch-tone telephone systems, transmission of data or information through computer networks, any other similar means or any other prescribed means.

- 1.02** In this by-law unless the context otherwise requires, words importing the singular include the plural and vice versa and words importing gender include all genders.
- 1.03** All the words and terms appearing in this by-law shall have the same definitions and applications as in the Act.
- 1.04** In the event of a conflict between the provisions of this by-law and any other by-law of the Corporation, except a by-law amending or repealing all or any part of this by-law, the provisions of this by-law shall prevail.
- 1.05.** The provisions of this by-law are expressly made subject to the provisions of the Shareholder Direction, the Act, and the HSA.

- 1.06** In the event of any conflict or inconsistency, then the provisions of the Shareholder Direction, the Act, or the HSA, shall prevail over the conflicting provisions of the by-law, but in all other respects this by-law shall remain in full force and effect.

## **2. REGISTERED OFFICE AND SEAL**

- 2.01** The registered office of the Corporation shall be such location in the city as the Board may decide by resolution from time to time.
- 2.02** The Corporation may have a corporate seal which shall be adopted, and may be changed, by resolution of the Board.

## **3. DIRECTORS**

- 3.01 Number of Directors** – The Corporation be composed of nine (9) Directors as determined by the Shareholder in that behalf in accordance with the Act or as determined by such provisions of the Act as may otherwise be applicable;

### **3.02 Composition of Board**

- (1) The Board will be composed of nine (9) Directors, including:
- (a) The Mayor of the City or the Mayor's designate;
  - (b) One (1) Council member who currently sits on City Council's Planning and Housing Committee or the Board of Health;
  - (c) Five (5) public Directors at large; and
  - (d) Two (2) public Directors who are current tenants in the buildings operated by the Corporation.
- (2) If the number of Directors is less than nine (9), then the Shareholder shall determine the number of Directors, if any, to be appointed or elected from the categories set forth in paragraph (1).

### **3.03 Eligibility**

- (1) All Directors must meet the general eligibility requirements in the City's Public Appointments Policy for public Directors. The following persons are disqualified from being a director of a corporation:
- (a) A person who is less than eighteen years of age.
  - (b) A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere.
  - (c) A person who is not an individual.
  - (d) A person who has the status of bankrupt.

- (e) A person who neither resides in the City nor is the owner or tenant of land in the City.

### **3.04 Term of Office**

- (1) The appointment of Directors shall take place, if required, at each annual meeting of the Shareholder or at such other time as determined by the Shareholder in accordance with the Act.
- (2) Each public Director shall be appointed for a term of office of two (2) years or until his or her successor is appointed. A public Director shall retire at the expiry of his or her term but, if qualified, shall be eligible for re-appointment for a maximum of four (4) consecutive terms for a maximum of eight (8) consecutive years or such longer period until a successor is appointed. Any re-appointment of a public Director shall be subject to a full recruitment process conducted every two (2) years.
- (3) The term of office for a Director who is a member of Council is two (2) years or until his or her successor is elected. A Director who is a member of Council shall retire at the expiry of his or her term but, if qualified, shall be eligible for re-appointment for an unlimited number of terms.
- (4) If the appointment of Directors is not held at the proper time, the Directors shall continue in office until their successors are appointed.

**3.05 Resignation** – Subject to s. 119(2) of the Act, a Director may resign from office upon giving a written resignation to the Corporation and such resignation become effective when received by the Corporation or at the time specified in the resignation, whichever is later.

### **3.06 When Director Ceases to Hold Office**

- (1) A Director
  - (a) described in clause 3.02(1)(a) who ceases to be a member of the Council;
  - (b) described in clause 3.02(1)(b) who ceases to be a member of Council's Planning and Housing Committee or the Board of Health;
  - (c) described in clause 3.02(1)(d) who ceases to be a tenant of the Corporation;
  - (d) becomes disqualified for a reason set out in subsection 3.03;

shall cease to hold office as a Director and shall be deemed to have resigned from the Board.

### **3.07 Vacancies**

- (1) If a vacancy occurs in a Director's office:

- (a) any vacancy shall be filled by the Shareholder as soon as is reasonably possible; and
- (b) any person appointed to fill such vacancy by the Shareholder shall be a member of the category among those specified in clauses 3.02 to which the predecessor belonged and shall hold office for the unexpired term of that predecessor.

### **3.08 Removal**

- (1) The Shareholder may, by ordinary resolution passed at an annual or special meeting, remove any Director from office before the expiration of the applicable term and may elect any person in such Director's place for the remainder of the term, provided that such person shall be a member of the category specified in 3.02 to which the person's predecessor belonged.
- (2) Without limiting the discretion of the Shareholder to remove any Director from office at any time, any of the following matters may give rise to the removal of a Director from office:
  - (a) breach of the Director's obligations under the Act or the Shareholder Direction;
  - (b) conflict of interest that cannot be resolved in any other manner satisfactory to the Board; or
  - (c) engagement in activities that are deemed by the Board to have an adverse impact on the Director's duties as a Board member.

**3.09 Cessation of Office** – A Director ceases to hold office on death, actual or deemed resignation, or removal from office by the Shareholder or becomes disqualified to serve as a Director.

### **3.10 Chair and Vice Chair**

- (1) The Chair shall be a Director and preside at meetings, and may perform any other duties assigned by the Board.
- (2) The Chair shall be appointed by Council from among the Directors and shall hold such office until the cessation of such person's office as a Director.
- (3) In the event that such Chair resigns or the office otherwise becomes vacant during such term, Council shall appoint a replacement to hold office until the expiration of the original term, or Council may authorize the Board to fill such vacancy.
- (4) The Board shall elect a Vice-Chair from amongst its Directors who shall act as Chair in the absence of the Chair.

#### 4. MEETINGS OF DIRECTORS

- 4.01 Virtual Meetings** – Where all the Directors present or participating in the meeting have consented, any Director may participate in a meeting of the Board or of a Committee of the Board by telephonic or electronic means to permit all persons participating in the meeting to communicate with each other, simultaneously and instantly, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
- 4.02 Regular Meetings** – The Board shall at or prior to the beginning of each calendar year, set a schedule of regular meetings for that year, and subject to 4.07 and 4.08 adhere to it.
- 4.03 Special Meeting** – The Chair or any two Directors may convene a Special Meeting of the Board at any time by giving formal notice in accordance with 4.05
- 4.04 Place of Meetings** – Each meeting of the Board shall be held at such place in the Province of Ontario as the Board may require.
- 4.05 Notice of Meeting** – Notice of meeting of the Board, along with any agenda material shall be delivered or sent by email or other form of written transmission to each Director not less than 24 hours before the time at which the meeting is to take place, and shall set forth the time, place and matter to be dealt with.
- 4.06 Non-attendance at Meeting** – Each Director shall make reasonable efforts to advise the Secretary as far in advance as possible of any meeting which such Director expects not to attend.
- 4.07 Notice of Cancellation/Rescheduling** – If the Secretary determines that there will not be a quorum at a forthcoming regularly or specially scheduled meeting of the Board, the Secretary shall, in consultation with the Chair and the Chief Executive Officer, take appropriate steps to advise all Directors of its cancellation or rescheduling.
- 4.08 Mandatory Rescheduling** – If a regularly scheduled meeting of the Board is cancelled pursuant to subsection 4.07 without being rescheduled, the next regularly scheduled meeting thereof shall not be cancelled without being rescheduled.
- 4.09 Quorum** – The quorum for a meeting of the Board shall be a majority of the total number of all voting Directors presently sitting on the Board, not including any vacancies that have yet to be filled.
- 4.10 Chair**
- (1) The Chair of any meeting of the Board shall be:
    - (a) the Chair; or
    - (b) if the Chair is not available, the Vice Chair; or
    - (c) if the Vice Chair is not available, another Director who is present at the meeting and selected by the Directors who are present.



- 4.11 Votes to Govern** – At all meetings of the Board, each Director shall have one vote and every question shall be decided by a majority of votes cast on the question.
- 4.12 Casting Vote** – In the case of an equality of votes on any question at a meeting of the Board, the Chair of the meeting shall be entitled to a second or casting vote
- 4.13 Resolution in Lieu of Meeting** – A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors, provided that a copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or Committee of Directors
- 4.14 Delegation**
- (1) Directors may appoint from their number a Committee of Directors and delegate to such committee any of the powers of the Directors, subject to any limitations on the authority of such a Committee imposed by the Act.
  - (2) Unless otherwise determined by the Board, each Committee of Directors shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.
- 4.15 Conflict of Interest – Disclosure of Interest in Contracts**
- (1) Every Director or officer of the Corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or officer or has a material interest in any person who is a party to a material contract or transaction or proposed material contract of transaction with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting of Directors the nature and extent of their interest at the time and in the manner required by the Act.
  - (2) Any such contract or proposed contract shall be referred to the Board or Shareholder for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or the Shareholder, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.
- 4.16 Compliance with Conflict Policies** – The Directors shall ensure that at all times the conflict of interest requirements imposed by the HSA and/or by the Shareholder Direction, are complied with.
- 4.17 Compliance with Confidentiality Policies** – The Directors shall ensure that at all times the confidentiality requirements imposed by the Municipal Freedom of Information and Protection of Privacy Act together and its regulations, and any statute or regulations that may be substituted for it as amended from time to time, and/or by the Shareholder Direction, are complied with.

**4.18 Meetings Open to the Public**

- (1) Except as provided for in Section 4.19, all meetings of the Board are open to the public, and no person is excluded from a meeting except for improper conduct.
- (2) Meetings always begin and end in public.

**4.19 Closed Meetings**

- (1) The Board may close a meeting to the public to discuss:
  - (a) The security of the property of the Corporation or the City;
  - (b) Personal matters about an identifiable individual, including a City employee or a Corporation employee;
  - (c) A proposed or pending acquisition or disposition of land or ownership interest by the City or the Corporation;
  - (d) Labour relations or employee negotiations;
  - (e) Litigation or potential litigation, including matters before administrative tribunals, affecting the City or the Corporation;
  - (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - (g) Education or training of the Directors;
  - (h) A matter in respect of which the Board, Committee, or other body may hold a closed meeting under another Act;
  - (i) Information explicitly supplied in confidence to the City or the Corporation by Canada, a province or territory, or a Crown agency of any of them;
  - (j) A trade secret or scientific, technical, commercial, financial, or labour relations information, supplied in confidence to the City or the Corporation, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
  - (k) A trade secret or scientific, technical, commercial, or financial information that belongs to the City or the Corporation and has monetary value or potential monetary value; or
  - (l) A position, plan, procedure, criteria, or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the City or the Corporation.

- (2) The Board shall close a meeting to the public to discuss:
  - (a) A request under the Municipal Freedom of Information and Protection of Privacy Act; or
  - (b) An ongoing investigation respecting the Corporation by the Ombudsman.
- (3) Before holding a closed meeting, the Board passes a motion to hold a closed meeting. The motion states:
  - (a) That the meeting is a closed meeting;
  - (b) The general nature of the matter the Board is considering at the closed meeting; and
  - (c) The reason(s) the matter requires a closed meeting under Subsections (1) and (2).
- (4) If the matter the Board is considering at a closed meeting no longer falls into one of the categories in Subsections (1) and (2), the meeting is no longer a closed meeting and continues in public.
- (5) The Board in a closed meeting does not vote except for:
  - (a) A procedural matter; or
  - (b) Giving directions or instructions to the Corporation officers or their designates.

#### **4.20 Persons Entitled to be Present at Closed Meetings**

- (1) The only persons entitled to be present at a meeting or a portion of a meeting of the Board that is closed to the public are:
  - (a) the Directors of the Corporation and others who, although not entitled to vote, are entitled or required to be present at the meeting under any provision of the Act, the articles or by-laws of the Corporation, or the Shareholder Direction;
  - (b) Any person providing corporate secretarial services to the Board or Committees of the Board; and
  - (c) The City's Auditor General or anyone acting in that capacity or his or her designate.
- (2) Any person not described in (1) may be admitted to a closed meeting only on the invitation of the chair of the meeting, or with the consent of a majority of the Directors of the Board.

## **5. REMUNERATION OF DIRECTORS**

- 5.01 Remuneration** – The remuneration of the public Directors of the Board for their services as Directors will be as authorized by Council from time to time. Members of City Council and City staff who are Directors receive no additional remuneration for serving as Directors. The Corporation will reimburse Directors for all reasonable expenses.

## **6. OFFICERS AND PERSONNEL**

### **6.01 Appointment**

- (1) Subject to the Shareholder Direction, the Board shall from time to time appoint a Chief Executive Officer, a Secretary, a Treasurer, or a Secretary-Treasurer and may appoint a deputy Chief Executive Officer and such other officers as the Board may determine.
- (2) The Board may specify the duties of, and in accordance with this by-law, delegate to such officers powers to manage the business and affairs of the Corporation.

### **6.02 Terms, Remuneration and Removal**

- (1) The terms of employment and remuneration of all officers elected or appointed by the Board, other than those who are Directors, shall be determined by resolution of the Board and in compliance with the Shareholder Direction.
- (2) The Board shall also have the power to authorize the reimbursement of any Director or officer of the Corporation for reasonable expenses incurred in the performance of duties.
- (3) All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time without cause.

### **6.03 Chief Executive Officer**

- (1) The Board shall appoint a Chief Executive Officer who shall be responsible for the general supervision of the day-to-day business and affairs of the Corporation and shall have such other powers and duties as the Board may specify.
- (2) In particular, but without restriction, the Chief Executive Officer:
  - (a) may engage, or arrange for, the services of employees, agents and other personnel as may be required to perform such duties and exercise such powers as may be assigned to them by the Chief Executive Officer;
  - (b) shall determine, in consultation with the Chair, the agenda for each meeting of the Board;
  - (c) shall have the duty to make recommendations to the Board respecting emerging policy questions which require its decision and to report action

taken pursuant to the Chair's mandate, after the event, when no new policy question had arisen;

- (d) when submitting written reports to the Board sign at the end thereof over the title "Chief Executive Officer".

#### **6.04 Secretary**

- (1) The Board shall appoint a Secretary, who shall:
  - (a) attend all meetings of the Directors, and Committees of the Board and shall enter or cause to be entered into books kept for that purpose, minutes of all proceedings at such meetings;
  - (b) give or cause to be given, when instructed, notice required to be given to the Shareholder, Directors, auditor and members of Committees;
  - (c) be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and
  - (d) perform such other duties as may be prescribed by the Board from time to time.

#### **6.05 Treasurer**

- (1) The Board shall appoint a Treasurer, who shall:
  - (a) keep, or cause to be kept, proper accounting records as required by the Act;
  - (b) deposit or cause to be deposited all monies received by the Corporation in the Corporation's bank accounts;
  - (c) under the direction of the Board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation;
  - (d) render to the Board, whenever required, an account of all his or her transactions as Treasurer and the financial position of the Corporation; and
  - (e) perform such other duties as may from time to time be prescribed by the Board.

#### **6.06 Other Officers**

- (1) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

- (2) Any of the powers and duties of an officer to whom an assistant has been appointed maybe exercised and performed by such assistant unless the Board otherwise directs.

**6.07 Conflict of Interest** – An officer shall disclose his or her interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with subsections 4.15 and 4.16.

**6.08 Variation of Duties** – From time to time the Board may vary, add to or limit the powers and duties of any officer or officers.

## **7. STANDARD OF CARE AND LIABILITY OF DIRECTORS AND OFFICERS**

**7.01 Standard of Care** – Every Director and officer of the Corporation, in exercising his or her powers and discharging his or her duties, 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.

**7.02 Limitation of Liability** – Subject to subsection 7.01, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for any loss, damage or expense happening to the Corporation through the letting or subletting of land or premises owned or managed by the Corporation or through the insufficiency or deficiency of title to any property acquired for on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm or corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities and other assets belonging to the Corporation, or for any loss occasioned by any error of judgment or oversight on his or her part of the operation, management or administration of the housing portfolio under the control of the Corporation, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own dishonesty, willful neglect or willful default, provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability from any breach of the Act.

## **8. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **8.01 Indemnification**

- (1) The Corporation shall indemnify and save harmless every Director or officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors, administrators and estate shall be indemnified and saved harmless, out of funds of the Corporation from and against:

- (a) all costs, charges and expenses which such Director, officer or other person sustains or incurs in respect of any action, suit or proceedings which are brought against him in respect of any act, deed or matter made, done or permitted by him, in respect of the execution of the duties of his or her office or in respect to any such liability; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own dishonesty, willful neglect or willful default, provided that nothing in this by-law shall limit the right of any person entitled to indemnify to claim indemnity apart from this provisions of this By-law.

**8.02 Insurance** - The Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as such, as the Board may from time to time determine.

## **9. MEETINGS OF THE SHAREHOLDER**

**9.01 Meetings** - Any meeting of the Shareholder shall be held as part of a Council Meeting.

**9.02 Requisite material** – The written material requisite for any annual or other Shareholder's meeting shall be submitted to the City Manager and City Chief Financial Officer & Treasurer, and the inclusion of such material in the documentation distributed by the City Manager and Chief Financial Officer & Treasurer to the members of the Council in connection with the meetings at which such documentation is to be considered, shall constitute the notice of such Shareholder's meeting.

**9.03 Adjournment** – City Council may adjourn any Shareholder's meeting from time to time.

## **10. SHARES AND TRANSFER**

**10.01 Share Issuance** – No shares in the Corporation shall be issued except to the Shareholder.

**10.02 Restrictions on Share Transfers** – Except as provided in the HSA, the Shareholder shall not, transfer or encumber its legal or beneficial ownership in shares in the capital of the Corporation and the Corporation shall not, permit, acquiesce in, approve, ratify, recognize or register any transfer or encumbrance of legal or beneficial ownership in shares in its capital.

**10.03 Restriction on Securities** – Any invitation to the public to subscribe for securities of the Corporation is prohibited.

### **10.04 Share Certificates**

- (1) Every holder of one or more shares of the Corporation is entitled, at the holder's option, to a share certificate, or to a non-transferable written acknowledgment of the holder's right to obtain a share certificate, stating the number and class or a series of shares held by the holder as shown in the records of the Corporation.

- (2) Share certificates and acknowledgments of a shareholder's right to a share certificate shall be in such form as the Board shall from time to time approve.
- (3) Any share certificate shall be signed in accordance with subsection 12.01 and need not be under the corporate seal.

**10.05 Replacement of Share Certificate** – The Directors may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued to replace a share certificate which has been defaced, lost, stolen or destroyed.

## **11. DIVIDENDS**

- 11.01** The Directors shall not declare, and the Corporation shall not pay, any dividend on any issued share of the Corporation.
- 11.02** No part of the income of the Corporation shall be payable to or otherwise available to the Shareholder of the Corporation.

## **12. EXECUTION OF DOCUMENTS**

- 12.01 Signing Authorities** - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by:
- (a) any two of the Directors,
  - (b) any one officer, with such additional signatures or other restrictions that may be required in accordance with a Board-approved signing policy, or
  - (c) any person or persons as the Board may from time to time authorize by resolution to sign any particular instrument or class of instruments, including by approving a signing policy,
- (each a "signing authority").
- 12.02 Seal** - Any signing authority or the Secretary may affix the corporate seal (if any) to any instrument. Any signing authority or the Secretary may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **13. NOTICES**

**13.01 Giving Notices** – The giving (including the sending, delivering or serving) of any notice (including any communication or other document) pursuant to the Act or to the Corporation's Articles or by-laws shall be sufficiently given if delivered personally or electronically to the intended recipient or to the intended recipient's recorded address or email address, or if mailed, by prepaid post.

### **13.02 Deemed Notice**

- (1) Notice shall be deemed to have been given in the case of personal delivery or electronically at the time of such delivery or receipt of electronic communication.



- (2) A prepaid mailed notice shall be deemed to have been received, in the absence of a postal disruption, five (5) days after the mailing.

**13.03 Omissions and Errors** – The accidental omission to give notice, or the non-receipt of notice, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on the notice.

**13.04 Waiver of Notice** – Any person entitled to a notice may at any time in writing waive same or abridge the time for its delivery, and any such waiver, whether given before or after the conduct of the business to which the notice relates shall cure any default in the giving or timeliness of such notice.

#### **14. BANKING AND FISCAL**

**14.01 Banking** – The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may be designated by or under the authority of the Board under such agreements, instructions, and delegation of powers subject to subsection 12.01, as the Board may authorize.

**14.02 Signing of Cheques** – All cheques and other negotiable instruments for the payment of money shall be signed in such manner and by such officers or persons as the Board may designate.

**14.03 Electronic Fund Transfers** – All electronic fund transfers by the Corporation shall be authorized in such manner and by such officers or persons as the Board may designate.

**14.04 Financial year** – The financial year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year.

#### **15. REPEAL AND AMENDMENT**

**15.01 Repeal/Amendment** – Subject to the Shareholder Direction, the Board may repeal or amend all or any part of this By-law.

#### **16. EFFECTIVE DATE**

**16.01 Effective Date** – Subject to the Act, this By-law shall come into force immediately upon its approval by the Board and it shall be delivered to the Shareholder for approval. Any amendments made by the Shareholder will come into effect at the date of approval of such amendments by the Shareholder.

ENACTED as of \_\_\_\_ day of \_\_\_\_\_, 2021

**Item 14 – Attachment 1**

**Letter from Deputy City Manager, Community and Social Services**

**Chris Murray, City Manager**

**City Hall**  
100 Queen Street West  
East Tower, 4<sup>th</sup> Floor  
Toronto, Ontario M5H 2N2

**Tel:** 416-338-7205  
[giuliana.carbone@toronto.ca](mailto:giuliana.carbone@toronto.ca)  
[www.toronto.ca](http://www.toronto.ca)

June 30, 2021

Maureen Quigley  
Board Chair  
Board of Directors  
Toronto Seniors Housing Corporation

Dear Ms. Quigley:

I am writing to outline the transitional budget that has been approved and allocated to Toronto Seniors Housing Corporation for 2021.

The City of Toronto has allocated a budget of \$1.2M for 2021 for Toronto Seniors Housing Corporation transitional expenses. These funds should cover all costs for this year including: staffing costs, external contractors and board costs.

Until Toronto Seniors Housing Corporation has established banking procedures and budget oversight procedures in place, the City will administer the funds to vendors and communicate the details of these transactions to the Board. Once Toronto Seniors Housing Corporation is set up to administer the funds, the remaining budget will be transferred to the Corporation.

If you have questions, please contact Jenn St. Louis at 416-392-6177.

Sincerely,



Giuliana Carbone  
Deputy City Manager  
Community and Social Services