

JERICOHO YOUTH SERVICES
P.O. Box 991, 1964 Metro Road, Sutton West, ON L0E 1R0

April 27, 2009

BY-LAW No. 1

A By-law relating generally to the conduct of the affairs of Jericho Youth Services.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of JERICOHO YOUTH SERVICES (hereinafter called the "Corporation") as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the Town of Georgina in the Regional Municipality of York in the Province of Ontario (subject to change by special resolution) and at such place within the Province of Ontario where the Head Office is from time to time situate as the Directors of the Corporation may from time to time fix by resolution.

SEAL

2. The Seal, an impression whereof is stamped in the margin hereof shall be the Corporate Seal of the Corporation.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a Board of Directors, each member of whom at the time of his election or within ten (10) days thereafter and throughout his term shall be a member of the Corporation, and shall be eighteen or more years of age.

4. The Directors term of office shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed.

5. The election of a Director is to be by a show of hands unless a ballot is demanded by any member.

6. The Office of the Director of the Corporation shall be vacated (i) if he becomes bankrupt or makes unauthorized assignment for the benefit of his creditors or is declared insolvent; (ii) if he is found to be a lunatic or becomes of unsound mind; (iii) if he is convicted of any criminal offence; (iv) if by notice in writing to the Corporation he resigns his office.

VACANCIES - BOARD OF DIRECTORS

7. Vacancies on the Board of Directors, however caused, may so long as a quorum of the 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 vacancies shall be filled at the next meeting of members of the Corporation.

QUORUM AND MEETINGS - BOARD OF DIRECTORS

8. Four (4) Directors shall form a quorum for the transaction of business and a majority of the Directors present is deemed a majority. 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; a minimum of nine (9) meetings per year shall be required. Notice of such meetings shall be delivered, telephoned, telegraphed to each Director not less than one (1) day before the meeting is to take place or shall be mailed to each director not less than three (3) days before the meeting is to take place. The Statutory Declaration of the Chairperson that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. The Directors may consider or transact any business, either special or general, at any meeting of the Board.

ERRORS IN NOTICE - BOARD OF DIRECTORS

9. 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.

COMMITTEES

10. The Board of Directors may appoint such committees and any member or members thereof for such purposes as they deem fit and may review any such appointment.

VOTING - BOARD OF DIRECTORS

11. Questions arising at any meeting of Directors shall be decided by a majority of votes, except that the Chairperson shall not normally be entitled to a vote. In case of any equality of votes, the Chairperson shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if not demand be made the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a Resolution has been carried and 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 favor of or against such resolution. In absence of the Chairperson, his duties may be performed by the Vice-

Chairperson of such other Director as the Board may from time to time appoint for the purpose.

POWERS

12. 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.

REMUNERATION OF DIRECTORS

13. The Directors shall receive no remuneration for acting as such.

PROTECTION OF DIRECTORS

14. Every Director of Office of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which 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 or in respect of any such liability; (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

15. No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or 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 by order of the Board of Directors for or 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 placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities, or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful act or own willful default.

16. The Board may purchase and maintain insurance for the benefit of a Director or Officer of the Corporation against liabilities, costs, charges and

expenses sustained or incurred by such Director or Officer in respect of the execution of the duties of his office or in respect of the affairs of the Corporation.

CONFLICT OF INTEREST

17. It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement with the Corporation to declare the nature and extent of such interest to the extent required in order to give full knowledge to the other Directors of such interest immediately upon realization of such interest, in writing, and where appropriate, verbally, and to refrain from voting in respect of the contract or arrangement or proposed contract or arrangement.

OFFICERS OF THE CORPORATION

18. There shall be a President, who shall be known as the Chairperson, Vice-President, who shall be known as a Vice-Chairperson, and a Secretary-Treasurer, and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the office of Secretary-Treasurer. The Chairperson shall be elected by the Board of Directors from among their number at the first meeting of the Board.

DUTIES OF THE CHAIRPERSON AND VICE-CHAIRPERSON

19. The Chairperson shall, when present, preside at all meetings of the Board of Directors. The Chairperson shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The Chairperson, with the Secretary-Treasurer or other Officer appointed by the Board for the purpose shall sign all By-laws.

During the absence or inability of the Chairperson, his duties and powers may be exercised by the Vice-Chairperson, and if the Vice-Chairperson, or such other Director as the Board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the Chairperson shall be presumed with reference thereto.

DUTIES OF THE SECRETARY-TREASURER

20. The Secretary-Treasurer shall be the custodian of the Seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents, belonging to the Corporation which he 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. He shall further be permitted to delegate such record keeping duties, as well as the requirement of recording all facts and minutes of all proceedings of meetings in the minute Book for the Corporation, and the giving of all notices required to be given to members and to Directors to a Secretary who shall be hired by the Board of Directors, which said person shall be required to perform such other duties as may from time to time be determined by the Board of Directors.

The Secretary-Treasurer shall further be responsible for full and accurate accounts of all receipts and disbursements of the Corporation and proper books

of account and shall be responsible for depositing all 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 shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall also perform such duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

21. The duties of all other officers of the Corporation shall be such as the terms of their engagement called for or the Board of Directors requires of them.

ASSOCIATE MEMBERS

22. The Board of Directors may appoint persons with demonstrated interests in furthering the objects of the Corporation to the status of Associate Members of the Board of Directors. Associate Members shall have equal privileges as Board members excluding the right to vote.

EXECUTION OF DOCUMENTS

23. Deeds, or other documents on behalf of the Corporation shall be signed by the Chairperson and by the Secretary-Treasurer or his designate, and the Secretary-Treasurer shall affix the Seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporations operations may be entered into on behalf of the Corporation by the Chairperson, Vice-Chairperson, Secretary-Treasurer, or by any person authorized by the Board of Directors.

BOOKS AND RECORDS

24. The Director 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

25. Any resident of the Province of Ontario of the age of eighteen years of age or more who has demonstrated interest in the target group and who the Directors have approved, as exhibiting tangibly their support of the objects of the Corporation can become a member of the Corporation by Resolution of the Board of Directors.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

DUES

26. There shall be no dues or fees payable by members.

QUORUM OF MEMBERS

27. A quorum for the transaction of business at any meeting of members shall consist of not less than four (4) members present in person or represented by proxy provided that in no case can any meeting be held unless there are four (4) members present in person.

VOTING OF MEMBERS

28. Each member of the Corporation shall at all meetings of members be entitled to one (1) vote, and that vote may be exercised by a proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary-Treasurer sufficient appointment in writing from the member who is authorizing the vote by proxy.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy, excluding the Chairperson, unless otherwise required by the By-laws of the Corporation. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one (1) vote, and unless a poll be demanded a Declaration by the Chairperson that a Resolution has been carried or not carried and 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 demand for a poll may be withdrawn but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy and such poll shall be taken in such manner as the Chairperson shall direct and the results of such poll 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, the Chairperson shall be entitled to the casting vote.

MEETINGS OF MEMBERS

29. Subject to compliance with Section 323 of the Corporations Act (Ontario), the annual meeting of the members shall be held in each year at such place within Ontario, on such day and at such time as the Directors may by Resolution determine. At each annual meeting there shall be presented a report of the activities of the Corporation for the previous year, a financial statement of the Corporation for the previous year, a financial statement of the Corporation, the Auditors' report thereon and such other information or material relating to the Corporations affairs as, in the opinion of the Directors, is of interest or importance.

Other meetings of the members may be convened by the order of the Chairperson, or by the Board of Directors for any date or time and at any place within Ontario.

ADJOURNMENTS

30. 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 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.

NOTICE

31. Whenever under the provisions of the By-laws of the Corporation, notice is required to be given, it shall be given either personally or telegraphed or by depositing same in a post office or a public letter box, in a prepaid sealed wrapper addressed to 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 when the same was deposited in a post office or public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any Member, Director or Officer shall be his last address as recorded on the books of the Corporation.

CHEQUES, DRAFTS AND NOTES

32. 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 or 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 by using the Corporations rubber stamp for the purpose. Any one of such Officers or Agents so appointed may arrange, settle, or balance and certify all books and accounts between the Corporation and the Corporations bankers and may receive all paid cheques and vouchers and sign all the book banks forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

33. 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 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 to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

AMENDMENTS

34. The Directors may from time to time amend, repeal or enact By-laws of the Company at every such amendment, repeal, or enactment shall be confirmed by an affirmative vote of at least two-third of the members at a special general meeting duly called for that purpose provided that any such amendment, repeal or enactment shall not be acted upon until approved.

INTERPRETATION

35. In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice-versa, and references to persons shall include firms and corporations.

DATED this 27th day of April, 2009

WITNESS the corporation seal of the Corporation.



Chairperson

Secretary

Treasurer