

# CENTRES FOR SENIORS WINDSOR

## BY-LAW NUMBER: June, 2023

### CONTENTS

Interpretation	1	Protection of Directors and Officers	15
Objects	3	Financial Year	15
Registered Office	3	Borrowing	15
Membership in the Corporation	3	Execution of Instruments	16
Membership Meetings of the Corporation	8	Notice	16
Board	9	Amendments	16
Board Meetings	12	Repeal of Prior By-laws	16
Board Committees	14		
Officers	14		

IT IS HEREBY ENACTED as a By-law of the Corporation as follows:

### INTERPRETATION

1. **Definitions.** In this By-law:

- (a) **“Act”** means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
- (b) **“Articles”** shall have the meaning given to such term in the Act.<sup>1</sup>
- (c) **“Automatic Membership”** means an individual holding automatic membership in the Corporation.
- (d) **“Board”** means the board of directors of the Corporation.
- (e) **“By-laws”** means these by-laws.
- (f) **“Contracts, Documents and Instruments in Writing”** includes cheques, drafts, orders for payment, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper and electronic writings.
- (g) **“Corporation”** means Centres for Seniors Windsor, an Ontario, non-share capital

<sup>1</sup> The term “articles” is defined in section 1(1) of the Not-For-Profit Corporations Act, 2010 (ONCA) as meaning any instrument that incorporates a corporation or modifies its incorporating instrument, including letters patent and supplementary letters patent.

corporation, that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act and having Ontario corporation number 114723.<sup>2</sup>

- (h) **“Director”** means a director of the Corporation.
  - (i) **“Executive Director”** means the executive director of the Corporation.
  - (j) **“Full Membership”** means an individual holding full membership in the Corporation.
  - (k) **“Group”** has the meaning given in subsection 8(c) of these By-laws.
  - (l) **“Group Membership”** means an entity holding group membership in the Corporation.
  - (m) **“Honorary Member”** means an individual holding an honorary membership in the Corporation.
  - (n) **“Member”** means a member of the Corporation.
  - (o) **“Membership”** means membership in the Corporation.
  - (p) **“Officer”** means an officer of the Board.
  - (q) **“Past President”** means the past president of the Board.
  - (r) **“President”** means the president of the Board.
  - (s) **“Secretary”** means the secretary of the Board.
  - (t) **“Treasurer”** means the treasurer of the Board.
  - (u) **“Vice-President”** means the vice-president of the Board.
2. **Plural.** Other than specified in Section 1, all terms contained in these By-Laws that are defined in the Act shall have the meanings given to such terms in the Act. Words that are in the singular form are deemed to include the plural form and vice versa.
3. **Severability and Precedence.** The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability or remaining provisions of these By-laws. If any of the provisions contained in these By-Laws are inconsistent with those contained in the Articles of Act, the provisions contained In the Articles or the Act, as the case may be, shall prevail.<sup>3</sup>

---

<sup>2</sup> This provision has been updated to reflect the enactment of the ONCA, and reflects the language recently suggested by the Government of Ontario.

<sup>3</sup> This provision has been updated to reflect the enactment of the ONCA, and reflects the language recently suggested by the Government of Ontario.

4. **Footnotes.** The footnotes in these By-laws are inserted for non-binding explanatory purposes only. They are not to be considered or taken into account for the purposes of construing or interpreting the provisions of these By-laws nor shall they be used in any way to clarify, modify or explain the effect of any such provisions.

## OBJECTS

5. **Objects as per Articles.** The objects of the Corporation are as set out in the Articles.
6. **Values, Mission and Vision.** The values, mission, vision and other policies of the Corporation shall be consistent with the objects of the Corporation.

## REGISTERED OFFICE

7. **Registered Office.** The registered office of the Corporation shall be as set out in the location required by the Articles and at such place therein as the Board may from time to time determine.<sup>4</sup>

## MEMBERSHIP IN THE CORPORATION

8. **Membership Composition and Classifications.** The Membership of the Corporation shall be divided into the following classes with each class having the following eligibility criteria and admission requirements and privileges:
- (a) **Automatic.**
- (i) **Eligibility Criteria and Admission Requirements.** The Automatic category of Membership shall consist of all individuals who are from time to time appointed or elected as Directors and admission shall be automatic.<sup>5</sup>
- (ii) **Privileges.** Individuals holding Automatic Membership shall be entitled to:
1. Notice of and to attend at all Membership meetings.
  2. To one (1) vote at all Membership meetings.

Individuals holding Automatic Membership shall be eligible for other Membership classifications if they meet the relevant eligibility criteria and admission requirements.

- (b) **Full.**

---

4 The "Head Office" as it was referred to under the Corporations Act, is now referred to as the "Registered Office" under the ONCA. The head office of every corporation incorporated before the ONCA came into force is now deemed to be its registered office. The Articles of the Corporation set the registered office in the City of Windsor. The registered office was set at 635 McEwan Avenue, Windsor by resolution of the Board of Directors. See ONCA section 14 for detail with respect to changing registered office location.

5 The *Corporations Act* subsection 286(1), as it existed before the ONCA required directors to be members. Accordingly subsection 8(a) of these By-laws provides automatic membership to anyone who is elected a Director to facilitate compliance. However, under subsection 23(2) of the ONCA, directors are no longer required to be members of the Corporation, should the Corporation wish to modify this membership provision. Additionally, while subsection 124(2) *Corporations Act* permits such *ex officio* admission, the same is provided for in subsection 23(4) of the ONCA.

- (i) **Eligibility Criteria and Admission Requirements.** The Full category of Membership shall be open to individuals who meet the following eligibility criteria and admission requirements:
  1. attained the minimum age for admission as may be established by the Board from time to time;
  2. submitted to the Corporation a completed application in the form from time to time required by the Board, which application may include a requirement to submit an assessment of the individual's capacity for participation in programs offered by the Corporation and related waivers; and
  3. submitted to the Corporation payment of such Full Membership fee as is from time to time required by the Board.
- (ii) **Privileges.** Individuals holding Full Membership shall be entitled to:
  1. Notice of and to attend at all Membership meetings.
  2. To one (1) vote at all Membership meetings provided that the Membership has been in effect for at least ninety (90) days prior to the Membership meeting.
  3. To participate in programs and services from time to time approved for Full Membership by the Board.
  4. Such other privileges from time to time approved for Full Membership by the Board.

(c) **Group.**

- (i) **Eligibility Criteria and Admission Requirements.** The Group category of Membership shall be open to all, "Groups," including business corporations; non-profit corporations; unincorporated associations; and partnerships who meet the following eligibility criteria and admission requirements:
  1. submitted to the Corporation a completed application in the form from time to time required by the Board, which application may include for those individuals participating through the Group an assessment of the individual's capacity for participation in programs offered by the Corporation and related waivers; and
  2. submitted to the Corporation payment of such Group Membership fee as is from time to time required by the Board. For greater clarity, the Board shall have the authority to establish varying Group Membership fees depending on the number of individuals participating through the Group.
- (ii) **Privileges.** Groups holding Group Membership shall be entitled to:
  1. Notice of and to attend at all Membership meetings. For greater clarity, it is the Group that is entitled to notice and not each individual participating through the Group.
  2. To one (1) vote at all Membership meetings provided that the Membership has been in effect for at least ninety (90) days prior to the Membership meeting. For greater clarity, it is the Group that is entitled to the one (1) vote and not each individual participating through the Group.
  3. Designate Group associated individuals, in such numbers as have been approved by the Board, who in turn shall be entitled to

participate in programs and services from time to time made available to the Full Membership.

4. Such other privileges from time to time approved for Group Membership by the Board.

(d) **Honorary.**

(i) **Eligibility Criteria and Admission Requirements.** The Honorary category of Membership shall consist of:

1. all individuals who are from time to time approved by the Board as Honorary Members; or
2. all individuals who attain ninety (90) years of age and who have held Full Membership for at least one (1) year prior to attaining such age.

(ii) **Privileges.** Honorary Members shall be entitled to:

1. Notice of and to attend at all Membership meetings.
2. To one (1) vote at all Membership meetings.
3. To participate in any programs and services from time to time made available to the Full Membership.
4. Such other privileges from time to time approved for Honorary Membership by the Board.<sup>6</sup>

9. **Terms of Membership.** Individuals and Groups holding Membership and individuals participating through Groups shall:

- (a) **Support Mission, Vision and Values.** Support the mission<sup>7</sup>, vision and values of the Corporation and refrain from any conduct (on or off the Corporation's property) which undermines or is detrimental to the mission, vision and values of the Corporation.
- (b) **Respect.** To treat individuals participating in the programs and services of the Corporation plus all personnel of the Corporation, including all volunteers, with respect for their comfort, safety and wellbeing and refrain from contrary or abusive behaviours.
- (c) **Comply with the Rules.** Comply with the Membership rules, program participation rules and such other rules as from time to time may be established by the Board and/or Executive Director.
- (d) **Co-operate in Conflict Management Efforts.** Co-operate as reasonably requested by the Board and/or Executive Director in any conflict management efforts.

10. **Discipline.**

---

<sup>6</sup> In accordance with the ONCA, when a corporation has two or more groups of members, the articles must provide for such members groups of members and their respective voting rights pursuant to subsection 48(3) and (5). The by-laws must then provide (a) the conditions for membership in each class, (b) the manner of withdrawing from a class or group or transferring membership to another class of group and any conditions of transfer, and (c) the conditions on which membership in the class or group ends.

<sup>7</sup> To enrich the lives of adults over the age of 50 through the provisions of activities, programs and services.

- (a) **Types.** Individuals or Groups holding Membership or individuals participating through Groups who breach the terms of Membership as outlined in section 9 of these By-laws may be subject to the following disciplinary measures:
- (i) **Reprimand.** A reprimand.
  - (ii) **Fine.** In situations involving damage to property or other loss related in whole or in part to the breach, payment of a fine, the amount of which is to be at the discretion of the Executive Director, providing that it shall not be more than the value of the damage or loss sustained.
  - (iii) **Order to Obtain Education or Training.** An order to obtain such education or training as the Board considers appropriate at their own expense.
  - (iv) **Suspension.** Suspension of Membership or suspension of the privilege to participate in the case of an individual participating through a Group, as applicable, for such period of time as the Board considers appropriate.
  - (v) **Expulsion.** Expulsion from Membership.
- (b) **Process.** If an alleged breach of the terms of Membership is to be considered by the Executive Director, the Executive Director shall:
- (i) **Notice.** Give at least seven (7) days' notice to the subject Member or individual participating through a Group, as the case may be, which notice shall specify the nature of the alleged breach and details with respect to any evidence the Executive Director intends to consider.
  - (ii) **Hearing.** Not less than five (5) days before a disciplinary decision may be issued in accordance with this subsection, give the subject Member or individual participating through a Group, as the case may be, an opportunity to respond to the alleged breach and be heard. The subject Member or individual participating through a Group, as the case may be, shall be entitled to be represented by counsel or an agent.<sup>8</sup>
  - (iii) **Authority.** Following consideration of the alleged breach and any submissions, have authority to impose disciplinary measures from among the options listed in subsection 10(a) of these By-laws, as the Executive Director considers appropriate.
  - (iv) **Decision.** Issue to the subject Member or individual participating through a Group, as the case may be, the Executive Director's decision in writing stating brief reasons for the decision. A disciplinary decision issued in accordance with this subsection shall become effective not less than fifteen (15) days after the subject Member has been given notice of the disciplinary action or termination and has had the opportunity to be heard in accordance with subsection 10(b)(ii).<sup>9</sup>
- (c) **Affect on Membership.** While any disciplinary decision is in effect the associated Membership shall be deemed not to be in good standing and such person or individual holding Membership or individual participating through a Group shall not be entitled to any Membership privileges during that time.

---

<sup>8</sup> Under the ONCA, subsection 51(3)(b) provides that a member's opportunity to be heard must take place not less than five (5) days before a disciplinary action of membership termination occurs.

<sup>9</sup> Under the ONCA, subsection 51(3)(a) provides that a member's must have at least 15 days' notice of a disciplinary action or termination, with reasons.

- (d) **Review of Disciplinary Decision.** In the event a Member or individual participating through a Group disagrees with any disciplinary decision of the Executive Director, a request to review the decision may be made to the Board. The Board may opt not to review the disciplinary decision of the Executive Director, in which case the decision of the Executive Director shall be final and binding and no appeal shall lie therefrom. Alternatively, the Board may opt to review the decision, in which case the provisions of subsection 10(b) of these By-laws shall apply with the necessary modifications. Discipline decisions of the Board shall be final and binding and no appeal shall lie therefrom.
  - (e) **Publication.** Discipline decisions of the Executive Director and the Board may be disclosed to the Membership at the discretion of the Executive Director and Board respectively.
  - (f) **Interim Emergency Suspension.** In the event the Executive Director determines, acting in his or her sole discretion, that an individual holding Membership or an individual participating through a Group poses an immediate, ongoing threat to the comfort, safety and/or wellbeing of any other individual, the Executive Director shall have the authority to impose an interim suspension of Membership pending the Executive Director having an opportunity to hear the matter and make a decision in accordance with subsection 10(b) of these By-laws.
11. **Admissions, Renewals and Reinstatements.** In the case of Automatic Membership, admission shall be automatic. Admissions, renewals and reinstatements of or to all other Membership classifications shall become effective upon approval by the Board<sup>10</sup> and the Board shall have the discretion to reject any application for admission, renewal or reinstatement to any such Membership classification, providing such rejection is not based on any unlawful discrimination. For greater clarity, during the time period when Membership renewal is pending (thirty (30) days past Membership expiry), the Membership shall be deemed to be in good standing unless otherwise addressed by the Board.
12. **Termination of Membership.** Membership is not transferable and terminates upon the happening of any of the following events:
- (a) **Director Ceases to be a Director.** Where an individual holds Automatic Membership by virtue of being a Director and that individual ceases to be such for whatever reason. In such case Automatic Membership shall be deemed to have been terminated on the date that the individual ceased to be a Director.
  - (b) **After One Year.** After one (1) year following admission to Membership, unless Membership is renewed.
  - (c) **Non-Payment of Dues or other Amounts Owed.** Default on the payment of any Membership fee or other amount which is owed to the Corporation in which event Membership shall automatically terminate without notice. However the Membership

---

<sup>10</sup> Under the ONCA, section 49 states that directors may issue memberships in accordance with the articles and any conditions set out in the by-laws.

may be reinstated for the remainder portion of any year, upon payment of all unpaid fees or other amounts owing in respect of the year.

- (d) **Written Resignation.** If the person holding Membership delivers notice in writing that she, he or it resigns her, his or its Membership, in which case the Membership shall be terminated at the time notice is received by the Board or at the time specified in the notice, whichever is later.
- (e) **Discipline.** Upon decision to expel a Member as a disciplinary measure in accordance with section 10 of these By-laws.
- (f) **Removal.** Upon resolution to remove a Member from Membership passed by at least two-thirds (2/3) of the votes cast by the Membership at a meeting for which notice specifying the intention to pass such resolution has been given to the individual or person, as the case may be, holding Membership.<sup>11</sup>
- (g) **Death.** In the case of an individual holding Membership, the individual dies.

#### **MEMBERSHIP MEETINGS OF THE CORPORATION**

- 13. **Calling of Meetings.** Meetings of Members may be called at any time by the President or by a majority of the Board.<sup>12</sup><sup>13</sup>
- 14. **Notice.**
  - (a) **Generally.** Notice of the date, time and place of every Membership meeting shall be given to each Director, person holding Membership and to the public accountant if a public accountant has been appointed, at least ten (10) days before but not more than fifty (50) days before the date of the meeting in the manner specified in section 47 of these By-laws.<sup>14</sup>
  - (b) **Waiver.** Any person who is entitled to a notice of a Membership meeting may waive notice their right to notice of a Membership meeting and the attendance of any such person at a Membership meeting shall constitute a waiver of notice of the meeting except where such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or held.<sup>15</sup>

<sup>11</sup> Under section 51(2) of the ONCA, termination of a membership must be done in good faith and in a fair and reasonable manner.

<sup>12</sup> Note: "Membership" is in reference to the membership of the Corporation and not the Senior Windsor Members' Council which are a separate and distinct group.

<sup>13</sup> Also see section 60 of ONCA which addresses the ability of the membership to requisition a meeting. The members who hold at least 10% of votes that may be cast at a meeting of members sought to be held, or a lower percentage, as may be provided for in the by-laws, may requisition the directors to call a meeting for the purposes stated in the requisition. See section 60(2) of the ONCA for the form requirements of such requisitions.

<sup>14</sup> Under section 55 of the ONCA, notice of the meeting must be given to each member entitled to receive notice of the meeting, each director; and the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation.

<sup>15</sup> See section 55(3) of the ONCA.



15. **Place of Meetings.** Membership meetings shall be held at the registered office of the Corporation or elsewhere in Ontario as the Board may from time to time determine.<sup>16</sup>
16. **Chair.** The President shall chair Membership meetings, or in the absence of the President, the Vice President or in the absence of the President and Vice-President the Past President and in the absence of all the foregoing the Members that are present shall choose another Director to act as chair.
17. **Transaction of Business.**
- (a) **Quorum.** Seven (7) shall form a quorum for the transaction of business at any Membership meeting.<sup>17</sup>
- (b) **Voting.** Each Member shall have one (1) vote on each question arising at any Membership meeting, except that the chair shall also have a second or casting vote in the event of a tie.<sup>18</sup> At all Membership meetings every question shall be decided by a majority of the votes of the Members present in person unless otherwise required.<sup>19</sup> Every question shall be decided in the first instance by a show of hands unless a ballot be demanded by any Member. A declaration by the 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 demand for a ballot may be withdrawn at any time prior to taking the ballot. If a ballot be demanded and not withdrawn such ballot shall be taken in such manner as the chair shall direct and the result of such ballot shall be deemed the decision of the Corporation.<sup>20</sup>
- (c) **Proxies Not Permitted.** Members shall not be permitted to vote by proxy.<sup>21</sup>
18. **Annual Meeting.** The annual meeting of the Corporation shall be held no later than fifteen (15) months after the holding of the last preceding annual meeting.<sup>22</sup> The following business shall be conducted at the annual meeting:
- (a) the financial statements and the report of the auditors, if any, shall be presented;
- (b) any vacancies on the Board shall be filled;
- (c) if required or otherwise desired, auditors shall be appointed for the ensuing year;<sup>23</sup> and

16 See section 53(1) of the ONCA.

17 See section 57(1) of the ONCA.

18 See section 48(6) of the ONCA.

19 Certain decisions are required by the ONCA to be passed by a 2/3rds vote, such as, for example, making amendments to the articles of the corporation, changing the municipality in which the registered office is located and changing the minimum and maximum numbers of directors of the Corporation.

20 The term "poll" has been replaced by the term "ballot" to reflect the language contained in section 58 and 59 of the ONCA.

21 See section 64(1.1) of the ONCA.

22 See section 52(1) of the ONCA relating to timing of annual meetings.

23 See section 55(7) of the ONCA.

- (d) the remuneration of the auditors, if appointed, shall be fixed or alternatively, the Board shall be authorized to fix the remuneration.<sup>24</sup>

19. **Adjournment.** The chair presiding at a Membership meeting, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the meeting from time to time and from place to place.<sup>25</sup>

## BOARD

20. **Duty.** The Board shall administer the affairs of the Corporation in all things subject to any applicable law, the Articles and the By-laws.<sup>26</sup>

21. **Qualifications.** Each Director shall:

- (a) hold, at the date of or within ten (10) days after election, Membership in the Corporation and thereafter hold throughout her or his term of office, Membership in the Corporation;<sup>27</sup>
- (b) be at least eighteen (18) years of age;<sup>28</sup>
- (c) not be an undischarged bankrupt;<sup>29</sup>
- (d) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;<sup>30</sup>
- (e) not be a person who has been found to be incapable by any court in Canada or elsewhere;<sup>31</sup>
- (f) not be an individual or an "Associate" of an individual or a board member, shareholder, member or employee of any person who:
  - (i) is under contract with the Corporation;
  - (ii) has been under contract with the Corporation in the previous year; or
  - (iii) intends to be under contract with the Corporation in the future; provided that
  - (iv) nothing in this subsection shall disqualify a Director if such contract with the Corporation is or was entered into in accordance with the Corporation's policy for obtaining multiple quotes;

24 See section 68(4) of the ONCA.

25 See section 55(5) and 55(6) of the ONCA for notice requirements associated with adjourned meetings.

26 See section 21 of the ONCA.

27 While this qualification can be left in the by-laws by preference of the Corporation, section 23(2) of the ONCA allows for non-members to be directors. Therefore, should the Corporation wish to eliminate this qualification, it may do so.

28 See section 23(1) of the ONCA.

29 See section 23(1) of the ONCA.

30 See section 23(1) of the ONCA.

31 See section 23(1) of the ONCA.

"Associate" as used above includes parents, siblings, children, spouse, common-law partner or other individual (such as a business partner) with a formal relationship to the subject individual.

- (g) not have been convicted of a *Criminal Code* offence for which a pardon has not been granted.

22. **Number and Election.** The affairs of the Corporation shall be managed by twelve (12) Directors, who shall be elected or appointed, as the case may be, by the Membership at the annual meeting of the Corporation, subject to Section 25 of these By-Laws. There having been a staggered rotating Board previously established, such Directors shall be elected for a term of three (3) years from their election or until their successors are elected or appointed, as the case may be, subject to earlier vacation of office; provided always that:

- (a) One (1) of the Directors shall be *ex officio* the Past President, providing the position of Past President is not vacant; and
- (b) Two (2) of the Directors shall be individuals holding Full Membership who have been nominated by individuals holding Full Membership.

Notwithstanding the forgoing, if the Articles provide for a minimum and maximum number of Directors, the number of Directors on the Board shall be determined from time to time by special resolution or alternatively, if the Board has been empowered by special resolution to determine the number, by such number as the Board determines from time to time; provided that any decrease in the number of Directors shall not shorten the term of any incumbent Director.<sup>32</sup> Otherwise, the number of Directors shall be as stated in the Articles.<sup>33</sup>

23. **Limit of Terms.** Directors if qualified, are eligible for re-election at the end of their terms, providing that no Director shall serve for more than six (6) consecutive years without taking at least one (1) year off, subject to that time being extended in the case of a Director who holds an Officer's or is contemplated to succeed into different Officers' positions in accordance with any Board policy from time to time in place.<sup>34</sup>

24. **Vacation of Office.** The office of a Director shall be vacated:

- (a) **Ex Officio Directors.** In the case of an *ex officio* Director, if the Director no longer holds the position in connection with which her or his *ex officio* status was obtained.
- (b) **Removal by Membership.** Upon resolution to remove the Director, passed by a majority of the votes cast by the Members at a Membership meeting for which notice specifying the intention to pass such resolution has been given to the Membership.<sup>35</sup>

---

32 Section 22 of the ONCA requires a Corporation to have a fixed number of directors of not fewer than 3 or a minimum/maximum range of directors.

33 See section 22(2) and 22(3) of the ONCA.

34 In accordance with the above footnote, a term for a director must expire not later than the close of the fourth (4<sup>th</sup>) annual meeting of the members subsequent to their election. Therefore, the 3 year term subject to re-election would comply with the ONCA.

35 See section 26 of the ONCA.

- (c) **Written Resignation.** By the Director delivering notice of resignation in writing to the Corporation in which case, such resignation shall be effective at the time notice is received by the Board or at the time specified in the notice, whichever is later.
- (d) **Death.** Upon the death of the Director.
- (e) **No Longer Qualified.** Upon a Director ceasing to be qualified pursuant to the By-laws and the Act. In such case, the vacancy will be deemed to have become effective on the date that the Director ceased to be qualified.

25. **Filling Interim Vacancies.**

- (a) **Ex Officio.** In the case of the *ex officio* Director, the position shall remain vacant until a new Past President is appointed.
- (b) **Elected.** In the case of elected Directors, vacancies shall be filled as follows:
  - (i) **If Removed by Membership.** In the event a vacancy is created by the removal of a Director by the Membership, then the Membership may (but are not required) by a majority vote elect any individual in her or his stead for the remainder of her or his term.<sup>36</sup>
  - (ii) **Otherwise.** Vacancies may otherwise be filled as follows:
    1. **If Quorum Remains.** So long as a quorum of Directors remain in office vacancies may be filled by the Directors, if they shall see fit to do so. If they do not see fit to do so, such vacancies shall be filled at the next annual meeting of the Membership at which the Directors for the ensuing year are elected.<sup>37</sup>
    2. **If No Quorum Remains.** If a quorum of Directors does not remain, the remaining Directors shall forthwith call a meeting of the Membership to fill the vacancy.<sup>38</sup>

If the number of Directors is increased between the terms, a vacancy to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

26. **No Remuneration.** Individuals who are Directors shall not receive remuneration in any capacity or any direct or indirect profit from their positions, provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties as long as they have complied with any expense reimbursement policies from time to time in place.

**BOARD MEETINGS**

36 See subsection 28(5) of the ONCA.

37 See subsection 28(1) of the ONCA.

38 See subsection 28(2) of the ONCA.

27. **Number of Board Meetings.** The Board shall meet as necessary to fulfil the Board's duties.
28. **Calling of Meetings.** Board meetings may be called by the President, the Vice-President or any two (2) Directors.
29. **Place of Meetings.** Board meetings shall be held at the registered office of the Corporation or at such other place as the Board may from time to time determine.<sup>39</sup>
30. **Notice.**
- (a) **Generally.** Subject to the exceptions below, at least two (2) days' notice (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) for Board meetings shall be given to Directors in the manner specified in section 47 of these By-laws.
  - (b) **Board Meeting Following Annual Meeting.** A Board meeting may be held, without notice, immediately following the annual meeting of the Corporation.
  - (c) **Regular Meetings.** The Board may appoint a day, time and place in each month for regular meetings and in respect of such regular meetings no further notice need be sent. The President shall have the authority to cancel any such regularly scheduled meeting by sending notice to that effect to the Directors.
  - (d) **Adjourned Meetings.** No notice of adjourned Board meetings shall be required so long as the time and place of the adjourned Board meeting is announced at the meeting that is adjourned.<sup>40</sup>
  - (e) **Consent and Waiver.** No formal notice of a Board meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. Further any Director may at any time waive notice of a Board meeting and may ratify and approve of any or all proceedings taken or had thereat.
  - (f) **Evidence of Notice.** The statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
  - (g) **Errors or Omission.** No error or omission in giving notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at a Board meeting.
31. **Chair.** The President shall chair Board meetings or in the absence of the President, the Vice-President and in the absence of the President and Vice-President the Past President

---

39 See subsection 34(1) of the ONCA.

40 See subsection 34(5) of the ONCA.

and in the absence of all the foregoing the Directors present shall choose another Director to act as chair.

**32. Transaction of Business.**

- (a) **Quorum.** A majority of the Board shall form a quorum for the transaction of business by the Board.<sup>41</sup>
- (b) **Any Business.** Subject to the Act,<sup>42</sup> the Board may consider or transact any business at any Board meeting.
- (c) **Means of Meetings.** If all the Directors present at or participating in the meeting consent, a meeting of Directors or of a committee of Directors may be held by such telephone or electronic means that permits all participants to communicate adequately with each other during the meeting and a Director participating in the meeting by those means is deemed to be present at the meeting.<sup>43</sup>
- (d) **Voting.** Each Director shall be entitled to one (1) vote, except that the chair shall have a second or casting vote in the event of a tie. Questions arising at any Board meeting shall be decided by a majority of votes.<sup>44</sup>

**33. Adjournment.** Board meetings 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. Such adjournment may be made notwithstanding that no quorum is present.

## **BOARD COMMITTEES**

**34. Standing Committees.** Subject to the Act, there shall be such standing committees of the Board for such purposes as the Board may determine from time to time by resolution. Terms of reference for standing committees of the Board shall be as approved from time to time by the Board.

**35. Ad Hoc Committees.** Subject to the Act, there may be such ad hoc committees of the Board for such purposes as the Board may determine from time to time. Terms of reference for ad hoc committees of the Board shall be as approved from time to time by the Board.

**36. Committee Composition.** Committee composition may, but need not, be restricted to Directors.

**37. Board Maintains Decision Making Power.** No committee of the Board shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees of the Board shall only have the power to make

---

41 See subsection 34(2) of the ONCA.

42 See subsections 34(3) and 36(2) of the ONCA for notice requirements associated with certain transaction of business to be considered at a Board meeting.

43 See subsection 34(6) of the ONCA.

44 See subsection 23(5) which dictates that Directors cannot participate or vote at Directors' meetings by way of proxy.

recommendations to the Board and the Board shall at all times maintain its decision making power.<sup>45</sup>

## OFFICERS

38. **Appointment of Officers.** The Board shall appoint a President, Vice-President, Secretary and Treasurer and such other Officers as the Board may determine from time to time. The outgoing President shall *ex officio* become the Past President. One (1) person may only hold one (1) office. The President, Vice-President and Past President shall all be Directors.<sup>46</sup>
39. **Powers and Duties.** The duties of the Officers shall be as determined from time to time by the Board.
40. **Removal of Officers.** Officers shall be subject to removal by resolution of the Board at any time.

## PROTECTION OF DIRECTORS AND OFFICERS

41. **Indemnification by the Corporation.**<sup>47</sup> Every Director and Officer, former Director and Officers or individuals who act or have acted at the Corporation's request as a Director or Officer, or in a similar capacity, shall be indemnified and saved harmless 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 her or him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or him in or about the execution of the duties of her or his office or in respect of any such liabilities.
  - (b) All other costs, charges and expenses which she or he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her or his own wilful neglect or default.
42. **No Liability.** 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 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

45 See subsection 36(2) which sets out restrictions on the delegating authority of directors.

46 See subsection 42(1), which states that unless the Corporation's articles and by-laws state otherwise, the directors may designate the offices of the Corporation, appoint officers, specify their duties and delegate power onto them, subject to the restrictions found in subsection 36(2).

47 See section 46 of the ONCA which speaks to the indemnification of directors and officers as well as the ability of the Corporation to purchase insurance.

placed out or invested or for any loss or damage arising from the bankruptcy, solvency or tortious 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 whatsoever which may happen in the execution or supposed execution of the duties of her or his respective office or trust or in relation thereto, unless the same shall happen by or through her or his own wilful act or her or his own wilful default.

#### FINANCIAL YEAR

43. **Year End.** The fiscal year of the Corporation shall end March 31<sup>st</sup> each year.<sup>48</sup>

#### BORROWING

44. **Borrowing.**<sup>49</sup> The Directors of the Corporation may from time to time:
- (a) borrow money on the credit of the Corporation;
  - (b) issue, reissue, sell or pledge debt obligations of the Corporation;
  - (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

#### EXECUTION OF INSTRUMENTS

45. **Execution of Instruments.** Contracts, Documents, Instruments in Writing requiring the signature of the Corporation may be signed by either the President or Vice-President and either the Secretary or Treasurer and all Contracts, Documents, Instruments in Writing and other documents so signed shall be binding upon the Corporation without any further authorization or formality.
46. **Other Authorization.** Notwithstanding any provisions to the contrary contained in these By-laws, the Board 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.

#### NOTICE

47. **Notice.** Unless otherwise required, any notice required to be given under the Act, the Articles, the By-laws or otherwise by a person holding Membership, Director, Officer or auditor shall be in writing and shall be delivered, mailed, or sent by facsimile or electronic mail as follows:

---

<sup>48</sup> Note, before year end can be changed Canada Revenue Agency approval is required.

<sup>49</sup> Unlike under the *Corporations Act*, pursuant to the ONCA, unless the Corporation's articles or by-laws state otherwise, there is no longer a need for member approval of borrowing powers. See section 85 of the ONCA for details on the broad borrowing powers now available.



- (a) delivered personally in which case it will be deemed to have been given on the date delivered;
- (b) delivered to the person's address as recorded in the Corporation's records, in which case it will be deemed to have been given on the date delivered;
- (c) mailed to the person's address as recorded in the Corporation's records by prepaid mail, in which case it will be deemed to be delivered five (5) days after the date of mailing; or
- (d) sent to the person's address as recorded in the Corporation's records by facsimile or electronic mail in which case it will be deemed to be delivered one (1) day after the date of transmittal.

#### AMENDMENTS

48. **By-laws.** No amendment to the By-laws shall be effective until confirmed by the Membership.

#### REPEAL OF PRIOR BY-LAWS

49. **Repeal.** Subject to section 50 of these By-laws, all prior by-laws of the Corporation are repealed.
50. **Proviso.** The repeal of prior by-laws shall not impair in any way the validity of any act.

Passed by the Board, May 23, 2023

  
\_\_\_\_\_  
Ronald Sheppard - President

  
\_\_\_\_\_  
Donald Merritt - Past President

With a vote of 26 in favour, 0 against, and 0 abstention, these By-laws were approved, ratified, sanctioned and confirmed by the Membership on June 27, 2023.

  
\_\_\_\_\_  
Ronald Sheppard - President

  
\_\_\_\_\_  
Donald Merritt - Past President

