

Bylaws of Tillsonburg Senior Centre

Last reviewed April 11, 2024

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Section 1 – Directors

Electing and Appointing Directors

1.1 Who elects the directors?

The Members elect the Directors.

1.2 How long do Directors serve?

The Members will elect

- one third of the Directors for a 3-year term,
- one third of the Directors for a 2-year term, and
- one third of the Directors for a 1-year term.

After this time, newly elected Directors shall be elected for 3 year terms.

1.3 How many directors must we have?

There shall be no fewer than 7 and no more than 11 Directors elected to the Board.

1.4 How does one become nominated to serve as a Director?

Members can be nominated by any member in good standing of the Tillsonburg Senior Centre by obtaining a nomination form from the Administrator, and by signing this form. The nominator will also need two seconders to sign the form, as well as the signature of the nominee. Once signed, this form should be returned to the main office and submitted to the Board of Directors prior to the Annual General Meeting.

Empty Seats

1.5 In what situations does a Director cease holding office before the end of their term?

The office of a Director will be vacated immediately:

- if the Director resigns office by written notice to the Corporation. The resignation will be effective at the time that the Corporation receives the written notice or at the time specified in the notice, whichever is later;
- if the Director dies;
- if the Director becomes bankrupt;
- if the Director is found to be incapable of managing property by a court or under Ontario law;
- if the Director misses three consecutive meetings without acceptable cause as determined by the President acting reasonably and if the President is the Director in question then as determined by the Chair acting reasonably unless the Chair and President are the same person then if so the Vice-Chair shall make such determination,
- if, at a Members' Meeting, a resolution is passed by at least a majority (51%) of the votes cast by the Members removing the Director before the end of their term of office.

1.6 How are Directors' seats filled when they've been vacated mid-term?

If a Director's seat should become vacant for any reason, the remaining members of the Board may appoint an eligible member of the centre to fill the vacancy for the balance of the year until the next Annual General Meeting of the membership where an election of Directors takes place.

Committees

1.7 Can the Board delegate its powers to a Managing Director or Executive Committee?

The Board may appoint Directors to be a Managing Director or a committee of Directors and may delegate to the Managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

Paying Directors

1.8 Can we pay Directors for their work as Directors?

No. Directors cannot accept any pay or other forms of remuneration for their work as Directors.

1.9 Can we pay Directors for their work in other capacities?

No. To avoid conflicts of interest Directors, and any company or partnership that they have any pecuniary interest in, cannot perform paid work as a contractor or employee of the Senior Centre.

2.0 Can we pay Directors for their work as Directors or in other capacities?

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

Protection of Directors & Officers

2.1 How are the Directors and Officers Protected?

The Senior Centre shall maintain Directors and Officers liability coverage as part of annual insurance coverage.

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Section 2 – Board Meetings

2.1 Who can call Board Meetings?

The Chair, President or a majority of the Board may call meetings of Directors at any time and any place on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

2.2 Do we have to give advanced notice for Board Meetings?

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

2.3 How long in advance does the notice have to be given?

Notice of the time and place of the meeting must be given not less than 7 calendar days before the date that the meeting is to be held.

2.4 How should notice be given?

Notice may be given:

- By mail to the last known address on file
- By Telephone
- By Email
- By such means as the Directors determine

2.5 When can we have a Board Meeting without advanced notice?

Notice of a meeting is not necessary if:

- a. all of the Directors are present, and resolution is passed unanimously to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Conducting Board Meetings

2.6 Who will chair Board Meetings? What if they are absent?

The Chair will oversee Board Meetings. If the Chair is absent, the Vice-Chair will act on their behalf. If both the Chair and Vice-Chair are absent, Directors present will choose a Director to act as the Chair.

2.7 How will voting be conducted at the Board Meeting?

Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

2.8 Will the Chair have the power to break ties?

Only in case of an equality of votes, the Chair will have a second vote or casting vote.

2.9 How do we determine quorum for a Board of Directors Meeting?

Each Director, including the chair, has one vote. Questions arising at any Board meeting will be decided by a majority of 51% of votes of those directors in attendance and eligible to vote unless otherwise required by the Ontario Not-for-Profit Corporations Act (ONCA) 2010.

Phone and e-Meetings

2.10 Can Directors join Board Meetings online or by phone?

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

Attendance at Directors' Meetings

2.11 Who can attend a directors' meeting and how?

The following persons may attend a Directors' Meeting:

- All Directors
- The Administrator and Program Coordinator
- Invited guests of the Board for the purposes of discussion of relevant agenda items
- Any person, regardless of membership status, may request to appear at a Directors' Meeting as a delegation by providing written notice of their request no less than 30-days prior to the date of the Directors' meeting. Written request shall be submitted to the Administrator, but the Chair would make the final decision about whether or not to grant the request.

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Section 3 – Officers

Appointments and Removals

3.1 **What Officers can the Board appoint?**

The Board will appoint from among the Directors a Chair, and may appoint any other person to be President, Vice-Chair, Treasurer and Secretary at the first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents are not required to be members of the Senior Centre, and will have such authority and duties as the Board may assign from time to time. If more than one Director should apply for an Officers position then there shall be an election by the Board.

3.2 **Can one person hold more than one office?**

The office of Chair and President may be held by the same person.

3.3 **Who can remove an Officer?**

The Chair may remove any Officer at their discretion.

3.4 **For what reasons may an Officer be removed?**

An Officer may be removed for any of the following reasons: theft, fraud, breach of fiduciary duty, mismanagement, perjury, violation of the Code of Conduct, suspension of membership, conviction of a criminal offence or conduct that is contrary to bylaws or policies.

3.5 What are the responsibilities of the Officers?

(a) The Chair shall superintend the business of the Centre and shall preside at all meetings of the Board and shall be an ex-officio member of all committees.

(b) The Vice-Chair, will, in the absence of the Chair, assume his or her duties.

(c) The Secretary shall keep an accurate record of all meetings of the Centre and the Board.

(d) The Treasurer shall keep accurate records of all financial transactions and investments held, and shall submit the accounts of the Centre to audit annually. The Treasurer shall be one of no less than two signing authorities on all cheques issued by The Centre, and shall present financial statements at each meeting of the Board of Directors. The Treasurer shall also present a financial statement certified by an Auditor, at the Annual General Meeting.

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Section 4 – Conflicts of Interest

4.1 **Are Directors/Officers required to disclose any conflict of interest?**

A Director/Officer 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 of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

4.2 **Are Directors/Officers who have a conflict of interest allowed to vote?**

No such Director/Officer shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

4.3 **Can a Director/Officer get a direct or indirect financial benefit from a contract or transaction with our charity?**

No Director/Officer shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

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Section 5 – Members & Membership in the Organization

5.1 How many classes of Membership are there?

Membership in the Corporation shall consist of 3 classes of Members: Members, Honorary Members and Participant Non-Members.

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

Members

5.2 Who qualifies to be a Member?

Members shall be individuals who have applied and been accepted membership in the Corporation. They shall have attained the age of 50 and have paid such dues, fees and assessments as the Board shall establish.

5.3 How long will Members membership last?

The term of membership of a member shall be 1 calendar year, subject to renewal according to the policies of the Corporation.

5.4 What rights do Members have?

As set out in the articles, each Member is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member will be entitled to one (1) vote at such meetings.

5.5 What classes can Members transfer to and how?

Members can transfer to the Honorary Members Class if they attain the age of 90 and have been a member in good standing for a period of three years before their 90th birthday

Honorary Members

5.6 Who qualifies to be an Honorary Member?

Honorary Members shall be individuals who have attained the age of 90 years and who have been a member in good standing of the organization for a period of three years prior to reaching their 90th birthday.

5.7 How long will Honorary Members membership last?

The term of membership of an Honorary Member shall be for the lifetime of the Honorary Member except if resign, terminate their membership or fail to comply with the rules, regulations and/or Code of Conduct of the Centre, subject to amendment, as per the policies of the Corporation.

5.8 What rights do Honorary Members have?

As set out in the articles, each Member of the Honorary Members class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Honorary Members class will be entitled to one (1) vote at such meetings. Honorary members are not

subject to an annual membership fee with the Organization, however, they must still pay fees and assessments for programs and activities.

5.9 What classes can Members transfer to and how?

Members of the Honorary Members class cannot transfer to other classes.

Participant Non-Members

5.10 Who qualifies as a Participant Non-Member?

Participant Non-Members shall be individuals who have attained the age of 50 and who choose to participate in programs and activities at the Centre without a valid membership and who pay such fees and assessments as the Board shall establish.

5.11 How long will someone be deemed a Participant Non-Member?

An individual will be deemed to be a Participant Non-Member until such time as that person transfers to another membership class or ceases their involvement with the Centre.

5.12 What rights do Participant Non-Members have?

Participant Non-Members do not have voting rights at annual meetings nor are they entitled notice of such meetings.

5.13 What classes can Participant Non-Members transfer to and how?

Participant Non-Members can transfer to the Members Class if they purchase a membership pay such dues fees and assessments as the Board shall establish.

Transferral of Membership

5.14 Can Members and Honorary Members transfer their Membership to others?

Membership in the Corporation is not transferable.

Membership Policy

5.15 How does one become a Member of the Organization

Memberships are available to anyone 50 years or older, and only those individuals age 50-plus may participate in Senior Centre activities as members, or as participant non-members. All members must review and sign a copy of the waiver and R Zone Policy prior to membership. All renewing members must review their personal information at the time of renewal and provide staff with any changes in personal information.

5.16 What is the cost of a membership?

The cost of a membership is determined by the Board of Directors. Memberships cover a calendar year and expire at Dec. 31 on the year of purchase. On July 1, the fee for a NEW membership shall be reduced by an amount as determined by the Board. This discount is available only once to brand new members, and entitles the bearer to all the benefits of membership. On October 1, the fee for a NEW membership shall be further reduced by an amount determined by the Board. This discount

is available only once to brand new members, and entitles the bearer to all the benefits of membership. Any changes to membership fees will be announced to members at a Members' Meeting. Memberships shall not be sold on the day of a Members' Meeting/Annual General meeting.

5.17 What are the benefits of membership in the Organization?

Memberships entitle the bearer to discounts on programs and activities, voting rights at the Annual General Meeting as well as book-now, pay-later benefits.

5.18 What are the policies around members requiring assistance to participate?

Where developmentally or physically challenged members are unable to participate in programs or activities without direct assistance, they must be accompanied by a personal care giver while on the premises in order to ensure their health and safety. There shall be no financial charge for the caregiver to assist the individual in participating. Further, the age requirement shall be waived for the caregiver.

5.19 Are memberships refundable or transferrable?

Memberships are non-refundable and non-transferrable.

Discipline of Members

5.25 Who can discipline Members/Honourary Members or Participant Non-Members or terminate their membership/involvement at the Centre?

The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating the Code of Conduct or other policies of the Centre and/or the Town of Tillsonburg, for violating the bylaws of the Centre and /or any other reasons calling for discipline in the Discretion of the Board.

5.26 How much advanced notice must the discipliners give?

With the exception of cases of physically violence or threatening behavior or harassment, as shall be dealt with per the Code of Conduct/R Zone Policy, The Board must provide 15 days' written notice to a Member/Honourary Member or Participant Non-Member before passing the above-mentioned resolution.

5.27 What information should the notice include?

The notice will set out the reasons for the disciplinary action and what discipline will be sought which may include termination of membership.

5.28 Does the Member/Honourary Member/Participant Non-Member have a right to respond?

The Member receiving the notice is entitled to give the Board an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

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Section 6 – Members’ Meetings

Annual Members’ Meeting

6.1 When and where will the Annual Members’ Meeting be held?

The Board will hold the Annual Members’ Meeting within 60 days of the Board of Directors receiving and approving the audited financial statements. The place of the Annual Members’ Meeting must be within Ontario.

6.2 What will the agenda of the Annual Members’ Meeting (AGM) be?

The business at the annual meeting will include the following:

- a. Approve the agenda for the AGM
- b. Approve the minutes of the previous AGM and any special meetings
- c. Approve the financial statements for the previous year
- d. A report from the auditor or the person appointed to review the nonprofit’s finances
- e. (Re) Appointment of the auditor or appointment a new public accountant to do an audit or review engagement
- f. Election of directors, and
- g. Any new or special business that was included in the notice of the meeting
- h. Authorizing the Administrator to pay insurance premiums for the coming year
- i. Summary reports from the Chair, Treasurer, Administrator and Programmer

6.3 Can anything be added to the agenda? If so, how?

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members’ Meeting. No other item of business shall be included on the agenda for the Annual Members’ Meeting.

6.4 Do Members have a right to access financial documents ahead of the meeting?

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the Bylaws or articles.

Special Members’ Meetings

6.5 Who can call a Special Members’ Meeting?

The Directors may call a Special Members’ Meeting.

6.6 Can the Members make the Directors call a Special Members’ Meeting? If so, how?

The Board will convene a Special Members' Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

Notice

6.7 Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet?

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

6.8 How much detail must the notice contain?

Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Quorum

6.9 How many Members need to be at the Members' Meeting to conduct official business?

A quorum for the transaction of business at a Members' Meeting is 50% + 1% of the members present and entitled to vote at the meeting.

6.10 What happens if you lose quorum part way through the meeting?

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Chair of the Meeting

6.11 Who will chair Members' Meetings?

The chair of the Members' meeting will be the Chair or his or her designate.

6.12 Who will chair Members' Meetings if the Chair is absent?

In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

6.13 How many votes will be necessary to pass a resolution?

Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.

6.14 How many votes will each Member have?

Each voting Member will be entitled to one vote at any Members' Meeting.

6.15 Can Members vote by proxy?

If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

6.16 How will votes be taken?

Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.

6.17 Can anyone demand a written ballot?

Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

6.18 Will the chair of the meeting have a vote?

The chair of the meeting will not have a vote.

6.19 What if there's a tie vote?

If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion does not pass.

6.20 How will a vote by show of hands be recorded?

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.21 Will abstentions be counted as votes?

An abstention will not be considered a vote cast.

Attendance

6.22 Who has a right to attend Members' Meetings?

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled, invited or required under any provision of the Act or the articles to be present at the meeting.
 - Non-members shall not be permitted to attend.

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Section 7 – Notices

7.1 What are valid ways of sending advanced notice of meetings?

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement may be delivered:

- To the last address on record for that director or member
- Telephone
- Email
- By such means as the Directors determine
-

7.2 Where should notices be sent?

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

7.3 Can the right to notice be waived?

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

7.4 Can we count the day notice is sent as part of the total number of days required for advanced notice?

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

7.5 What effect does an error or omission have on the validity of the notice?

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

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Section 8 – Finances & Signing Authority

8.1 When does our financial year end?

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

8.2 Who has authority to sign legal documents on behalf of the Nonprofit Organization?

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Treasurer and any other member of the Board. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

8.3 What are the financial responsibilities and limitations of the Board of Directors?

The Board shall have full power and authority to administer and manage the property and affairs of the Centre. Subject to any approval of a General Meeting as provided for in these By-Laws it shall be specifically empowered to:

(a) Generally and within the scope of the objectives of the Centre, purchase or otherwise acquire on behalf of the Centre any property, rights, privileges, stocks, bonds, debentures, or other securities which the organization is authorized to acquire at such prices and on such terms as it deems fit.

(b) Borrow money upon the credit of the Centre in such amounts and on such terms as may be deemed expedient.

(c) Receive, own, hold, possess, administer, distribute, sell, hypothecate, mortgage, transfer or otherwise deal with property wherever situated;

(d) Authorize the execution of all deeds, contracts, agreements and other documents to be entered into on behalf of the Corporation;

(e) Except as herein provided, convert any property at any time and from time to time received and held by or on behalf of the Centre into any other form, and for that purpose sell or cause such property to be sold, assigned transferred, leased, exchanged or otherwise disposed of;

(f) Receive donations or the benefit of donations directly or indirectly by way of gift, testament, deed, trust or otherwise, and to use and expend or direct the using and expending of the property wherever situated or the income therefrom;

(g) Pay and apply the net income from funds held directly or indirectly by the Centre toward such charitable or other purpose as it deems advisable;

(h) From time to time, employ or engage the services of such personnel as may be required for the proper day to day operation of the Centre and fix the terms, conditions and remuneration of such personnel and may terminate such employment or such services at its discretion.

(i) In addition to the powers and authority conferred upon it by law or by these By-Laws, exercise all such powers of the Centre and do all lawful things as are not by statute or by these By-Laws required to be exercised or done by the members of the Centre at an Annual Meeting of the Centre.

(j) Notwithstanding the powers listed above, no single item requiring a capital expenditure exceeding \$10,000.00 shall be incurred or any land or buildings purchased sold or leased without prior approval being obtained by a vote at a General Meeting.

(k) Notwithstanding the powers listed above, no loan in excess of \$20,000.00 shall be obtained by the Board, and no guarantee, hypothec or mortgage shall be granted by the Board in excess of this amount, nor shall any property or assets be pledged in any manner in excess of this amount without prior approval being obtained at a General Meeting of the centre.

(l) The above articles shall not be construed as limiting the authority of the Board to enter into rental agreements of three years or less which do not hinder the exercise of their rights and privileges by members of the Centre.

(m) The acquisition or disposition of immovable property by purchase, sale or any other means, or the leasing of such property for terms exceeding three years shall require the approval of two-thirds of the members present and voting at a General Meeting.

(n) All funds of the Centre shall be deposited in a Chartered Bank, Credit Union or Trust Company as approved by the Board and all cheques, drafts, promissory notes and orders for payment of money shall be drawn, made or accepted by the Treasurer and one of any two (2) authorized Directors appointed by the Board for that purpose.

(o) Every member of the Board of Directors and every officer of the Centre and heirs, executors and estate shall be indemnified against:

- all costs, charges and expenses whatsoever which such member of the Board of Directors or officer sustains or incurs as a result of any action, suit or proceeding which is brought against them in respect to any act or deed performed by them in the execution of duties of office;
- All other costs, charges or expenses which they sustain in relation thereto except such charges and expenses as are occasioned through their own fault or negligence.

(p) All funds and other property held by the corporation immediately before the articles become effective or that are received subsequently by the corporation subsequent to any will, deed or other

instrument made before the articles become effective, together with any income or other accretions to the funds or other property, will be applied only to the purposes of the corporation as they were immediately before the articles become effective.

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Section 9 – Adoption and Amendment of Bylaws

9.1 What percentage of Member support does it take to change these Bylaws?

The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting / Annual General Meeting as per Section 6 of this bylaw.

9.2 Can the Board change the Bylaws between Members' Meetings?

Only the voting Members may pass or amend this Bylaw.

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Section 10 – Definitions & Interpretation

10.1 Definitions

In this Bylaw, unless the context otherwise requires:

- 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. “Board” means the board of directors of the Corporation;
- c. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the Chair of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

10.2 What if something isn’t defined above?

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

10.3 What if part of the Bylaw is invalid?

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

10.4 What if parts of the Bylaw are inconsistent with the Articles or Act?

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

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