

Notes related to the Proposed changes:

- **Highlighted text** shows text that has been changed
 - ~~Strikethrough text~~ shows text that will be removed
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By-law number one being a general by-law of our Association

1. **Name and Objects:** See Articles of Incorporation
2. **Head Office:** See Articles of Incorporation
3. **Fiscal Year:** The fiscal year of the Corporation shall begin on **March 23rd** of each year and end on **March 22nd** of the subsequent year.
4. **Membership:** ~~Corporation members in good standing who cease to be residents or ratepayers of the South Eglinton area may continue to be members of the Corporation, but shall not have the right to vote at the Annual General Meeting and such other General Meetings of the Corporation as may be called. The Corporation's Board of Directors may also issue similar non-voting memberships to persons who are not residents or ratepayers of the South Eglinton area but who wish to support Corporation's activities. Membership in the Corporation shall be open to:~~
 1. **all residents within the catchment area** which is defined as that area bounded on the North by and including the south side of Eglinton Avenue East; on the South by and including the south side of Merton Street; on the East by and including the west side of Bayview Avenue; and on the West by and including the east side of Yonge Street or **at the discretion of the board, persons who live outside the catchment area;** and
 2. who apply **in writing** to be a member; and
 3. who pay the membership fees ~~or dues once per twelve months and receive a membership card;~~ and
 4. who agree to be bound by the bylaws and rules of the Corporation.

5. **Fees:** The annual membership fees will be determined, from time to time by the Board of Directors.

6. Board of Directors:

1. The affairs of the Corporation shall be managed by a Board of Directors (the "Board"). The Board shall be comprised of a maximum of 17 Directors including the Past President of the Board.

2. The Board shall appoint among themselves the **Officers of the Corporation** who shall serve until the next annual general meeting, or until the **person** resigns or until the person is removed from office by a resolution of the Board. **The Board may allow one person to hold two Officer position, or two persons to share one Officer position.**

3. The Board may establish and elect from among the Directors an executive committee of the Board. The executive committee shall have and may exercise the powers of the Board in the management and conduct of the affairs of the Corporation in accordance with any direction or restrictions provided in the Board's resolution. The executive committee may establish its own rules of procedure, unless those rules have been set out in the Board's resolution.

4. The Board may from time to time appoint any other committee or committees that it considers necessary or appropriate. The committee or committees may include members from the Board and from the membership of the Corporation. The Board shall, when appointing any committee, set out the purpose of the committee, its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the Board.

5. The Directors may, on behalf of the Corporation, exercise all of the powers that the Corporation may legally exercise under the Corporations Act, the **Articles of Incorporation** or otherwise, unless the Directors are restricted by law or by the members by exercising those powers. These powers include but are not limited to, the power:

1. to enter into contracts or agreements;
2. to make banking and financial arrangements;
3. to execute documents;

4. to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
 5. to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Directors may consider themselves advisable;
 6. to borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real or personal property;
 7. to purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, Directors or Officers from any claims, damages, losses, or costs arising from or related to the affairs of the Corporation; and
 8. establish rules of procedure for the conduct of the annual general meeting, general meeting or meetings of the Board or of its committees.
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6. Each Director shall be a member of the Corporation at the time of his or her election or appointment, or within ten days of election or appointment and shall remain a member throughout his or her term of office. A Director shall be at least 18 years of age and may not be an undischarged bankrupt or a mentally incompetent person.
 7. Each Director shall be elected to hold office until the first annual general meeting after **the person** was elected or until **their** successor shall have been duly elected. All Directors shall retire at each annual general meeting but each is eligible for re-election if the **person** is otherwise qualified to be a Director.
 8. The Past President of the Corporation shall be an ex officio voting member of the Board.
 9. The Board may appoint a Director to fill a vacancy, provided that a quorum of Directors remains in office. If there is no quorum of Directors, the remaining Directors shall call a general meeting of the Corporation to fill the vacancies.
 10. The members of the Corporation may elect a Director or Directors, as the case may be, by a show of hands or by ballot if requested by a member.
 11. The members of the Corporation may remove a Director by resolution passed by at least two-thirds of the votes cast at a general meeting at which notice was given and may by a majority of votes cast elect at that general meeting any person who is qualified to be a Director in his or her stead for the duration of the term.

7. Meetings of the Board of Directors:

1. A quorum for a meeting of the Board shall be two-fifths of the Directors, provided that once a quorum has been obtained the quorum shall be deemed to continue. The Board may hold its meetings at any place in Ontario as it may from time to time determine.
2. Meetings of the Board may be called by the President, a Vice-president, Secretary or any two members of the Board.
3. No formal notice of any meeting of the Board shall be necessary if all the Directors are present or if those absent have indicated their consent to the meeting being held in their absence.
4. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of Directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
5. No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or make void any proceedings taken or had at the meeting.
6. The Directors shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the chair of the meeting shall have a casting vote in addition to his or her original vote.
7. A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

8. **Officers:** The Officers of the Corporation shall have the following duties:

1. **President (or Co-President)** – Chair all meetings of the Corporation and of the Board, when present in person and able; have general supervision of the affairs of the Corporation; sign all by-laws and execute any documents with the Secretary; perform any other duties which the Board may, from time to time, assign;
2. **Vice President** – Exercise any or all of the duties of the president in the absence of the president or if the president is unable for any reason to perform

those duties; and perform any other duties which the Board may, from time to time, assign;

3. **Secretary** – keep and maintain the records and books of the Corporation, including the registry of Officers and Directors, the registry of members, the minutes of the annual general meeting, general meetings and meetings of the Board; the by-laws and resolutions; certify copies of any records, registry, by-law, resolution or minute; give any notices required for the annual general meeting, general meetings and meetings of the Board; and perform any other duties which the Board may, from time to time, assign;
4. **Treasurer** – keep and maintain the financial records and books of the Corporation; countersign all cheques or other payments with the President or Vice-President, as the case may be; assist the Auditor in the preparation of the financial statements of the Corporation; and perform any other duties which the Board may, from time to time, assign.

9. Members – Rights and Meetings:

1. A member may vote at a meeting by proxy in writing delivered to the Secretary no later than 48 hours prior to the meeting.
2. Each member is entitled to one vote at any meeting of members. The chair at the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by its members.
3. Membership shall cease:
 1. upon death of a member;
 2. if the member has not renewed his or her membership and paid the applicable membership fees or dues prior to or at the annual general meeting;
 3. if the member resigns by written notice given to the Secretary;
 4. if the member no longer qualifies for membership in accordance with the by-laws; or
 5. if the membership has been terminated by a vote of at least two-thirds of the members at a meeting duly called for that purpose. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership.

4. The annual general meeting of the Corporation shall be held no later than 18 months after the incorporation and no later than 15 months after the last general meeting in subsequent years. The following business shall be conducted at the annual general meeting:
 1. reading of the financial reports;
 2. election of the Directors;
 3. appointment of Auditors and fixing or authorizing the Board to fix the remuneration of the Auditor; and
 4. any other business that may properly be brought before the meeting.
5. The Directors may, from time to time, call a general meeting of the Corporation.
6. The Directors shall call a general meeting of the Corporation if at least 10 per cent of the members of the Corporation request that a general meeting be called.
7. Notice of the annual general meeting or of a general meeting shall be given to the members by the Secretary at least 7 days before the date of the meeting.
8. Quorum for the annual general meeting or for a general meeting shall be at least 10 members of the Corporation present in person or by proxy, provided that at least 2 members, other than Directors, are present in person at the time of the meeting.
9. Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum present.

10. Notice:

1. Any notice (which term includes any communication or document) required to be given under the Act, the **Articles of Incorporation**, the by-laws or otherwise by a member, Director, Officer or Auditor shall be sufficiently given if it is:
 1. delivered personally to the person to whom it is to be given;
 2. delivered to the person's address or place of work as recorded in the Corporation's records;

3. mailed to the person's address or place of work as recorded in the Corporation's records by any means of prepaid transmittal, delivery or recorded communication; or
4. sent by email to the email address as recorded in the Corporation's records;
5. published in a local newspaper with circulation in the membership area.
6. posted on the home page of Corporation's website

A notice so delivered shall be deemed to have been given when it is delivered personally or to the person's address or place of work, or three days after it was mailed, transmitted or published. The notice shall specify the business to be attended to at the Annual General Meeting or the General Meeting.

11. Protection of Directors and Officers:

1. **Limitation of Liability** – No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, employee, or agent, or for joining in any receipt or any other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on **their** part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of **their** office or in relation thereto, unless the same are occasioned by **their** on willful neglect or default.
2. **Indemnity** – The Corporation shall indemnify and save harmless every Director or Officer, every former Director or Officer, and every person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or Creditor (or a person who undertakes or has undertaken an liability on behalf of the Corporation or any such body corporate) and their heirs and legal representatives, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the **person** in respect of

any civil, criminal or administrative action or proceeding to which the **person** is made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if

1. the **person** acted honestly and in good faith with a view to the best interests of the Corporation; and
2. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the **person** had reasonable grounds for believing that **their** conduct was lawful.

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

12. **Amendments:** Amendments may be made to this By-law at an annual meeting or at a special general meeting provided seven clear days' notice of such proposed amendment has first been given to all members. If an amendment is to be proposed by a member in good standing the Secretary of the Corporation is to provide an up-to-date mailing list to such member to enable such member to comply with the requirements herein" with the words "the member is to provide the Secretary with such amendment with 14 clear days notice and the Secretary is to provide proper notice (at least seven clear days) to all members.