



# Kanata Seniors Council

## Bylaws

For approval at the  
Kanata Seniors Council AGM  
September 9, 2013

BY-LAW NO. 1

**A by-law relating generally to the conduct  
of the affairs of**

# **The Kanata Seniors Council Inc.**

**(the "Corporation")**

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

## SECTION 1 - GENERAL

### 1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 Corporate Seal**

The Corporation has a corporate seal. The secretary of the Corporation shall be the custodian of the corporate seal.

## **1.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **1.05 Financial Year End**

Unless otherwise determined by the Board of Directors, the fiscal year-end of the Corporation shall be December 31.

## **1.06 Finances**

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may determine.

## **1.07 Annual Financial Statements**

The Corporation will publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION**

## **2.01 Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, regular members and associate members.. The following conditions of membership shall apply:

### **Regular Members**

- a. Regular Members shall be at least fifty-five (55) years of age. Active Members shall be entitled to receive notice of, attend and vote at all meetings of the Members;
- b. As set out in the articles, each regular member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

### **Associate Members**

- a. Associate Members may include representatives of local government, representatives from various social agencies, and representatives from various home care facilities in the Regional Municipality of Ottawa-Carleton. Associate Members shall be entitled to receive notice of and attend at all meetings of Members, but shall not be entitled to vote at such meetings of Members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **2.02 Notice of Meeting of Members**

Fourteen (14) days notice shall be given to the Members of any annual or special meeting of the Members. Notice of any meeting shall contain sufficient information to permit the Members to form a reasoned judgment on any matter to be considered at such meeting. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or general, shall invalidate such meeting or make void any proceedings taken thereat and the Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **2.03 Absentee Voting by Mail Ballot**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.01 Membership Dues**

Membership fees shall be as directed by the Board of Directors of the Corporation, from time to time

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- c. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- d. the member's term of membership expires; or
- e. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **3.03 Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of

receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## SECTION 4 - MEETINGS OF MEMBERS

### 4.01 General

Meetings of the Members shall be either an annual meeting or a special meeting. The annual or any special meeting of Members shall be held at the head office of the Corporation or at any place in Canada and on such date as the Board of Directors may determine.

### 4.01 Persons Entitled to be Present

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

### 4.02 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### 4.03 Quorum

A quorum at any meeting of the members is 30 members or 10% of the membership of the Corporation, whichever is less. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### 4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## SECTION 5 - DIRECTORS

### 5.01 Election and Term

The Board of Directors shall be elected for a term of two (2) years by the Regular Members at the annual general meeting of the Members.

Board membership is restricted to 3 consecutive terms, to include past service, without a one year break.

### 5.02 Qualification to Serve

A Director must be a Regular Member of the Corporation

## SECTION 6 - MEETINGS OF DIRECTORS

### 6.01 Calling of Meetings

Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that, forty-eight (48) hours notice of such meeting shall be given. No notice of a meeting of the Board of Directors shall be required if all Directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence.

### 6.02 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

## SECTION 7 - OFFICERS

### 7.01 Description of Officers

The officers of the Corporation shall be a president (hereinafter referred to as the "President"), a vice-president (hereinafter referred to as the "Vice-President"), a secretary (hereinafter referred to as the "Secretary") and a treasurer (hereinafter referred to as the "Treasurer") and any such other officers as the Board of Directors may by resolution determine (herein referred to, individually, as an "Officer" and, collectively, as the "Officers"). Any two or more offices may be held by the same person.

### 7.02 Duties of Officers

(a) **President.** The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a Corporation similar in size and operation to the Corporation. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time.

(b) **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board of Directors from time to time.

(c) **Treasurer.** The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Board of Directors from time to time. He/she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.

(d) **Secretary.** The Corporate Secretary shall carry on the affairs of the Corporation generally under the supervision of the Officers, and shall attend all meetings of the Board of Directors and be responsible for the recording of all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be specified by the Board of Directors or President, under whose joint supervision he/she shall be. He/she shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in such resolution. He/she shall also perform such other duties as may be determined by the Board of Directors from time to time."

## **7.02 Appointment**

The Officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the Members at which the Board of Directors is elected.

## **7.03 Term of Officers**

Officers shall hold office for a term of two (2) years from the date of appointment.

The President and the Vice-President may not serve in that capacity for more than two (2) consecutive terms in such office. Any individual who has served in the office of President or Vice-President may stand for reelection after a period of two (2) years from the last term held by that individual.

## **7.04 Removal**

In the absence of a written agreement to the contrary, the board may remove by special resolution, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **SECTION 8 – EXECUTIVE COMMITTEE**

### **8.01 Executive Committee**

There shall be an executive committee (the "Executive Committee") comprised of the President, the Vice-President, the Treasurer, the Secretary, the immediate Past President if the immediate Past President remains a member of the Board of Directors, or another Past President who is also a member of the Board of Directors and (2) two Members-at-Large of the Board of Directors. Subject to the provisions of the *Canada Corporations Act* and subject to the power of the Board of Directors to restrict the powers of the Executive Committee from time to time as the Board of Directors may determine, the Executive Committee:



(i) shall possess and may exercise, during intervals between meetings of the Board of Directors, all of the powers of the Board of Directors in the administration of the affairs of the Corporation other than the power to repeal, vary, add to or amend the by-laws of the Corporation;

(ii) may exercise the full powers of the Board of Directors in all matters of administrative emergencies, reporting all actions to the next meeting of the Board of Directors for approval. The Board of Directors shall have the right to reverse any decision made by the Executive Committee upon any issue by the process of a recorded vote of the Board of Directors;

(iii) may review plans and programs and may make recommendations to the Board of Directors on any relevant matters;

(iv) may study and recommend to the Board of Directors for approval, a detailed budget for capital and operating revenues and expenditures for the next financial period.

Executive Committee members shall receive no remuneration for serving as such, but shall be entitled to reasonable expenses incurred in the exercise of their duties. The Members of the Executive Committee shall be subject to removal by resolution of the Board of Directors at any time.

## **8.02 Meetings**

Meetings of the Executive Committee may be held at any time and place to be determined by the members of the Executive Committee, provided that, forty-eight (48) hours notice of such meeting shall be given. A majority of members of the Executive Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member thereof may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Articles IX(c) and (d) apply, *mutatis mutandis*, to meetings of the Executive Committee.

## **SECTION 9 - NOTICES**

### **9.01 Invalidity of any provisions of this by-law**

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

### **9.02 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **SECTION 10 – INDEMNITY AND INSURANCE**

### **10.01 Indemnity**

The Corporation shall indemnify and save harmless the Directors and Officers of the Corporation and their heirs, executors and administrators from and against all cost, charges and expenses including any amount paid to settle an action to satisfy a judgment, reasonably incurred by Directors or Officers in respect of:

- (i) any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation;
- (ii) any action by or on behalf of the Corporation to procure a judgment in its favour to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation, if the Corporation obtains any approval required under the *Canada Corporations Act* in respect of such indemnification; and
- (iii) the defence of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation if the Director or Officer was substantially successful on the merits in his/her defence of the action or proceeding,

if the Director or Officer has acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that his/her conduct was lawful.

## **10.02 Insurance**

The Corporation shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

## **SECTION 11 - EFFECTIVE DATE**

### **11.01 Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 16thth day of August, 2013 and confirmed by the members of the Corporation by special resolution on the 9th day of September, 2013.

Dated as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

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