



Kanata Seniors Council Inc

By-Laws

Draft BY-LAW NO. 3

**A By-Law relating generally to the conduct of the affairs of
The Kanata Seniors Council Inc.
(the "Corporation")**

**Draft By-law 3 was approved by the Corporation's Board of Directors on
March 13, 2020 and to be effective must be approved by the Regular
Members at the next Annual General Meeting.**

(All writing in a red font indicates a change from the existing By-laws)

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

SECTION 1 – GENERAL

1.01 Repeal and Replacement of Existing By-Law No.1 and By-Law No.2

By-Law No.1 of the Corporation enacted by the directors of the Corporation by resolution the 16th day of August 2013 and confirmed by the Regular Members of the Corporation by special resolution on the 9th day of September 2013 and By-Law No. 2 of the Corporation enacted by the directors of the Corporation by resolution on the 25th day of May 2018 and confirmed by the Regular Members of the Corporation by ordinary resolution on the 10th day of September 2018 are hereby repealed and replaced.

1.02 Definitions

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

- "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;
- "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- "Board" means the board of directors of the Corporation and "director" means a member of the Board;
- "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;
- "meeting of members" includes an annual **general** 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 **general** meeting of members;
- "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

Member Proposal

As members proposals are not dealt with anywhere else in the existing by-law and as such provisions are not necessary the definition of "proposal" is dropped.

- g. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- h. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.03 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 1.02 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.04 Corporate Seal

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

1.05 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.

1.06 Financial Year End

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

1.07 Finances

The Board 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 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 may determine.

1.08 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) of the Act 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.

1.09 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

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 individuals who must be at least fifty (50) years of age who have applied for membership, who have acknowledged receiving a copy of the Corporation's Code of Conduct which they have signed and have returned with their signed membership application.
- 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 Regular 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 City of Ottawa. 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) of the Act.

2.02 Notice of Meeting of Members

Notice shall be given of any annual general meeting or special meeting of members as follows:

- a. Notice of the time and place of any meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility, during a period of twenty-one (21) days to thirty-five (35) days before the day on which the meeting is to be held. If a member entitled to vote at the meeting requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery during a period of twenty-one (21) days to sixty (60) days before the day on which the meeting is to be held.
- b. Additional notices of any meeting of members:
 - i. Notice of the time and place of any meeting of members shall be given by affixing the notice, no later than thirty (30) days before the day on which the meeting is to be held, to a notice board on which information respecting the Corporation's activities is regularly posted and that is located in the main facilities or club house of the Corporation;
 - ii. If the Corporation publishes a newsletter, notice of the time and place of any meeting of members shall be given by publishing such notice in the Corporation's newsletter issued during the period which is twenty-one (21) to sixty (60) days before the day on which the meeting is to be held:

- iii. If the Corporation has a website, notice of the time and place of any meeting of members shall be posted on the Corporation's website no later than thirty (30) days before the day on which the meeting is to be held; and
- iv. Notice of the time and place of any meeting of members shall be given to the Corporation's public accountant by telephonic, electronic or other communication facility, during a period of twenty-one (21) days to sixty (60) days before the day on which the meeting is to be held.

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 **general** or special meeting or any adjourned meeting, whether annual or **special**, 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 entitled to vote at a meeting of members** is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to the 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 the meeting 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 entitled to vote at a meeting of members** is required to make any amendment to the by-laws of the Corporation to change this method of voting by the members entitled to vote at the meeting 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 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, **including the Corporation's Code of Conduct**;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- 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 **general** meeting or a special meeting. **The annual general meeting shall be held no later than six months after the preceding fiscal year-end of the Corporation. The annual general meeting** 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 may determine.

4.02 Persons Entitled to be Present

Regular Members, Associate 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 member's meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

4.03 Chair of the Meeting

In the event that **both the President and the Vice-president are absent, the members entitled to vote at the meeting** who are present shall choose one of their number to chair the meeting.

4.04 Quorum

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

4.05 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. The chair may only vote whenever his or her vote will make a difference in the result –that is, he or she can vote either to break or to cause a tie; or, in the case where a two-thirds vote is required, he or she can vote either to cause or to block the attainment of the necessary two-thirds.

SECTION 5 – DIRECTORS

5.01 Election and Term

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

5.02 Qualification to Serve

A director must be a Regular Member of the Corporation except that no person shall be a director who has been found by a court in Canada or elsewhere to be mentally incompetent, or who has the status of bankrupt.

5.03 Removal of Directors

Subject to the Act, the Regular Members may by ordinary resolution passed at a special meeting of members remove any director from office. At the same meeting the Regular Members may by ordinary resolution elect a replacement director to serve the balance of the removed director's term of office. If the vacancy created by the removal of a director is not filled at the special meeting, it may be filled by the Board in accordance with section 5.05 of this by-law.

5.04 Vacancy in Office of Director

The office of a director shall be automatically vacated if:

- a. the director dies;
- b. the director delivers a written notice of resignation to the Corporation;
- c. the director ceases to be a Regular Member or otherwise ceases to be qualified to serve as a director under section 5.02 of this by-law; or
- d. the director is removed from office by the members in accordance with section 5.03 of this by-law.

5.05 Filling Vacancy in Office of Director

A quorum of the Board may fill a vacancy in the Board if such vacancy results from an event described in paragraphs a. to c. in section 5.04 of this by-law or from an event described in paragraph d. of section 5.04 of this by-law if the Regular Members have not filled such vacancy. A person approved by the Board to fill a vacancy will hold office for the balance of the term vacated by his or her predecessor.

5.06 Appointment of Additional Directors

Subject to the articles, the directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the President, the Vice-President or any two (2) directors at any time.

6.02 Notice of Meeting of Directors

Meetings of the Board may be held at any time and place to be determined by the Board, provided that, notice of the time and place of holding the meeting of the Board shall be given to every director in the manner set out in section 9.01 of this by-law not less than forty-eight (48) hours before the time the meeting is to be held. No notice of a meeting of the Board 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. A notice of meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where the subsection 136(3) of the Act requires such purpose or business to be specified, including any motion to:

- a. submit to the members any question or matter requiring the approval of members;
- b. fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- c. issue debt obligations except as authorized by the directors;
- d. approve any financial statements referred to in section 172 of the Act, including annual financial statements;
- e. adopt, amend or repeal by-laws; or
- f. establish contributions to be made, or dues to be paid by members.

6.03 Regular Meetings of Directors

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice, including proposals described in paragraphs a. to f. in section 6.02 of this by-law.

6.04 Quorum

The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the directors in office at the time of the meeting.

6.05 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. **The chair may only vote whenever his or her vote will make a difference in the result –that is, he or she can vote either to break or to cause a tie; or, in the case where a two-thirds vote is required, he or she can vote either to cause or to block the attainment of the necessary two-thirds.**

SECTION 7 – OFFICERS

7.01 Description of Officers

The officers of the Corporation **must be directors of the Corporation and** 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 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, when present, preside at all meetings of the Board, of the members and of the Executive Committee.** 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 are carried into effect and shall perform such other duties as may be determined by the Board 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 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 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 at regular meetings of the Board, 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 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, and shall perform such other duties as may be specified by the Board 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 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 from time to time.

7.03 Appointment

The Officers shall be appointed **from among the members of the Board** by resolution of the Board at the first **official** meeting of the Board following the annual general meeting of the Members at which the directors are elected.

7.04 Term of Officers

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

Restriction on terms of office of President and Vice-President to 2 consecutive 2 year terms was dropped.

7.05 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, or another Past President who is also a member of the Board and (2) two Members-at-Large of the Board. Subject to the provisions of the Act, and subject to the power of the Board to restrict the powers of the Executive Committee from time to time as the Board may determine, the Executive Committee:

- (i) shall possess and may exercise, during intervals between meetings of the Board, all of the powers of the Board in the administration of the affairs of the Corporation **other than the authority to take any action described in subsection 138(2) (Limits on Authority) of the Act, including those described in paragraphs a. to f. of section 6.02 of this by-law;**
- (ii) **shall report** all **authorized actions taken in accordance with paragraph (i) of this section of this by-law** to the next meeting of the Board for approval. The Board 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;
- (iii) may review plans and programs and may make recommendations to the Board on any relevant matters;
- (iv) may study and recommend to the Board 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 at any time.

8.02 Notice of Meetings of Executive Committee

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, notice of the time and place of holding the meeting of the Executive Committee shall be given to every member of the Committee in the manner set out in section 9.01 of this by-law not less than forty-eight (48) hours before the time the meeting is to be held.

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.

8.03 Quorum

The quorum for the transaction of business at any meeting of the Executive Committee shall consist of a majority of the members of the Executive Committee in office at the time of the meeting.

8.04 Votes to Govern

At all meetings of the Executive Committee, every question shall be decided by a majority of the votes cast on the question. The chair may only vote whenever his or her vote will make a difference in the result –that is, he or she can vote either to break or to cause a tie; or, in the case where a two-thirds vote is required, he or she can vote either to cause or to block the attainment of the necessary two-thirds.

SECTION 9 – NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document), other than a notice of a members meeting, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation; or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 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.

9.03 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 INSURANCE

The Corporation is not in a financial position to indemnify a director. In addition, in this regard the Charities Accounting Act of Ontario prohibits a charity from indemnifying a director if such action renders the charity bankrupt. The Corporation must have and does have Directors and Officers Liability Insurance for this purpose. Therefore, the indemnity provision in the existing By-law was dropped and the insurance provision was retained as amended in section 10.01 Insurance.

10.01 Insurance

To protect directors and officers against liabilities incurred in the exercise of their duties honestly and in good faith with a view to the best interest of the Corporation, the Corporation shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

SECTION 11 – BY-LAW CHANGES

11.01 By-law Changes

Subject to the articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

SECTION 12 - EFFECTIVE DATE

12.01 Effective Date

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

CERTIFIED to be By-Law No. 3 of the Corporation, as enacted by the directors of the Corporation by resolution on the 13th day of March, 2020 and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 2021

Dated as of the ___ day of _____, 2021.

President

Secretary