

Kanata Seniors Council Inc. (The Corporation)

Proposed by-law changes approved by the Corporation's Board of Directors on March 13, 2020, and to be presented to members for their approval at the next Annual General Meeting.

Purpose:

There are only 3 proposals that specifically change how the Corporation conducts its affairs. These are:

1. Reduction of the minimum age requirement for Regular Members from 55 to 50 years of age;
2. Giving the Board of Directors the power to appoint additional directors;
3. Deleting the provision in the existing by-law that restricts the term of office of the President and Vice-President to two consecutive two-year terms.

Changes 1 and 2 are related to proposed amendments in the Corporation's Articles of Continuance.

In addition, a number of changes in wording, plus the addition of new sections, are proposed for the purposes of:

- Bringing the by-laws in line with the provisions of the Canada Not-for-Profit Corporations Act;
- Setting out certain procedures in the by-laws rather than having to refer to the Act;
- Providing clarity and consistency; and
- Correcting minor errors.

This set of changes does not alter how the Corporation has been operating, but does provide improved guidance for operation of the Corporation as it relates to corporate governance.

Process:

The proposed changes were prepared by Ken Major based on extensive research, and a By-Law Committee consisting of Ken, Kay Dubie, Rachel McGregor, Liz Tucker, John Kern and Sarah Trant was formed to review them and make changes where required. The committee met on 2 occasions: January 10, 2020 and January 28, 2020. At the conclusion of the January 28th meeting, the By-law Committee decided that the proposed by-law changes were ready to present to the full Board of Directors for approval. These changes were subsequently approved by the full Board of Directors at a special meeting on March 13, 2020 and are now presented to the membership for ratification.

Summary of Proposed Changes:

The new by-law (By-law #3) repeals and replaces By-law #1 dated September 9, 2013 and By-law #2 dated September 10, 2018.

**Global changes:**

- "(the) Board of Directors" and "(the) board" are all changed to "(the) Board" for consistency and simplicity
- "the Regional Municipality of Ottawa-Carleton" is changed to "the City of Ottawa"
- "annual meeting" is changed to "annual general meeting" to reflect common usage. Where necessary, the distinction is made between an annual general meeting and a special meeting.
- Where the Canada Not-for-Profit Corporations Act is referenced, this is so indicated; example: "subsection 172(1) of the Act"
- "Class A voting member" no longer exists, and is changed to "Regular member"

- When referring to votes or resolutions or meetings in general, “the members” is changed to “the members entitled to vote at a meeting of members”. Note that there are some members who are not entitled to vote.
- “Chair” and “Vice-Chair” are changed to “President” and “Vice-President”.

### **Section 1 – General**

- The definition of “proposal” is removed since member proposals are not dealt with anywhere else in the document
- New Section 1.09 is added, entitled 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**

- a. The definition of regular members is expanded as follows: Regular Members shall be individuals who must be at least fifty (50) years of age, who have applied for membership and who acknowledge that they have received a copy of and agree to abide by the Corporation’s Code of Conduct when they sign their membership application.
- Section 2.02, Notice of meeting of members is expanded, as follows:

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.

### **Section 3 – Membership Dues, Termination and Discipline**

- Section 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;

### **Section 4 – Meetings of Members**

- Section 4.01, General: the following sentence is added: The annual general meeting shall be held no later than six months after the preceding fiscal year-end of the Corporation.
- Section 4.02, Persons Entitled to be Present: Regular Members and Associate Members are listed separately (instead of just members).
- Section 4.04, Quorum: Changed wording is to clarify that only voting members are counted.
- Section 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. (Note: this section is also added to section 6.05, Meetings of Directors – Votes to Govern).

### **Section 5 – Directors**

- Section 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 (New)**

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 (New)**

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 (New)**

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 (Ties into proposed changes to the Corporation's Articles.)

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 (New)

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 (expanded)

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 (New)

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 (New)

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.

## Section 7 – Officers

- Section 7.01, Description of Officers: The officers of the Corporation must be directors of the Corporation and ...
- Section 7.02, Duties of Officers, President: The President shall, when present, preside at all meetings of the Board, of the members and of the Executive Committee.
- Section 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.
- Section 7.04, Term of Officers: deleted section: 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 re-election after a period of two (2) years from the last term held by that individual.

## Section 8 – Executive Committee

- Section 8.01, 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;
- Section 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.

### 8.03 Quorum (New)

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 (New)

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 (New)

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.

#### **Section 10 – Indemnity Insurance**

- Section 10.01, Indemnity, was deleted, since the Corporation is not in a financial position to indemnify a director. In its place, section 10.02, now section 10.01, reads as follows:

##### 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 (new)**

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.