



Bylaws of the Stonegate Community Association

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Stonegate Community Association By-Laws

1 Formalities

1.1 Defined Community

The Stonegate Community Association draws its members from its community in South East Etobicoke bounded by the Humber River to the east, Kipling Avenue to the west, the Queen Elizabeth Way to the south and Eglinton Avenue West to the north.

1.2 Head Office

The head office of the Corporation shall be located within the service area at a location that the Board of Directors shall determine.

1.3 Seal

The seal of the Corporation shall be in the form stamped below.

2 MEMBERSHIP

2.1 Who May be a Member

a) **Adult Membership**

Any adult aged 18 or older residing in the defined community may be an “Adult Member” of the Corporation.

b) **Youth Membership**

Any individual aged 14 or older but younger than 18 residing in the defined community may be a “Youth Member”, but will be a non-voting Member of the Corporation.

c) **Movement of Residence**

An Adult Member or a Youth Member (hereinafter referred to collectively as a “Member”, may continue Membership after having moved his or her residence out of the defined community and will be considered an active Member until August 31st of the year after the calendar year during which he or she moved.

d) **Associate Membership**

Any adult aged 18 years or older, who does not reside in the defined community may be a non-voting Member of the Corporation.

e) **Membership Non-transferable**

Memberships are not transferable. The interest of a Member in the Corporation ceases upon resignation, death or in accordance with the by-laws of the Corporation.

2.2 Membership Fees

- a) The Board of Directors shall determine the annual Membership fee.
- b) Before the annual Membership fee becomes effective, it must be approved by the Members at an Annual or General Meeting by a two-thirds (2/3rds) majority of the votes cast.
- c) The Membership year shall be the, year from September 1st to August 31st the following year. Any new Membership or Membership renewed after the 1st day of September shall continue valid until the end of the next August.

3 THE BOARD OF DIRECTORS

3.1 Who may be a Director

- a) Any Adult or Associate Member is eligible to be a Director.
- b) A Director who ceases to be a Member or who becomes a bankrupt ceases to be a Director.
- c) A Director must be at least eighteen (18) years of age and may not be an undischarged bankrupt.

3.2 Number and Quorum of Directors

- a) The Board of Directors shall consist of thirteen (13) Directors.
- b) At least ten (10) Directors must live in the defined community.
- c) A quorum of the Board of Directors is a majority of the Directors.

3.3 Election to the Board

- a) Subject to Section 3.12, election to the Board of Directors shall take place at the Annual Meeting.
- b) Subject to Section 3.12 Board of Directors will be elected for a two (2) year term and no Director shall serve more than three (3) consecutive two (2) years terms.

- c) The election of Directors may be by secret ballot. No ballot shall be rejected solely because it has been cast in favour of a fewer number of nominees than there are Directors to be elected at the meeting.
- d) An individual may be elected as a Director if he/she is not a Member, but must become a Member within ten (10) days of the election as a Director or he/she ceases to be a Director, and shall not be re-elected unless he/she is a Member.

3.4 Meetings of the Board of Directors

- a) **Open to Members**

All meetings of the Board of Directors shall be open to Members unless the Board of Directors requires that any meeting of the Board of Directors or part thereof shall not be open to Members. Unless the Board of Directors determines otherwise, no one other than a Director shall have the right to participate in discussion at any meeting of the Board of Directors. No one other than a Director shall vote on any question proposed for consideration at any meeting of the Board of Directors.
- b) **Quorum Needed**

The Board of Directors shall transact the business of the Corporation only a meetings where a quorum of Directors is present.
- c) **Place of Meetings**

The Board may hold its meetings where it wishes, provided the meetings are always held in the defined community and at a location reasonably accessible to individuals with disabilities.
- d) **Regular Meetings**

The Board of Directors shall meet regularly at a time and place determined by the Board of Directors and no notice need be given for such regular meetings.
- e) **Attendance**

If a Director is absent without cause for three (3) meetings of the Board of Directors in any twelve (12) month period, consideration of the removal of that Director from office of Director may become an agenda item at the next Annual or General Meeting.
- (f) **Unanimous Resolution**

Any by-law or resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose.
- (g) **Telephone, Electronic or other Communication Facilities**

If all the Directors present at or participating in the meeting consent (which consent may be given at any time), meeting of the Board of Directors or of a committee may be held by such telephone, electronic or other communication facilities as permit all persons

participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by those means shall be deemed to be present at the meeting.

3.5 Special Meetings

- a) Special meetings of the Board of Directors may be called by the President or by the Secretary on the written request of any two Directors.
- b) Notice of special meetings shall be communicated to each Director personally or by telephone, telecopy or by hand delivery at least one day before the proposed meeting, or by mail provided that in the case of communication by mail, the notice is postmarked at least four (4) days before the date of the proposed meeting.
- c) The Secretary shall record the time and manner of the giving of the notice referred to in section 3.5 (b).
- d) The inadvertent omission to transmit a notice of a special meeting or the fact that a Director did not receive it, does not invalidate any resolution which is enacted or any proceedings held, during the special meeting.

3.6 Extra Meetings

- a) A meeting of the Board of Directors may be held without notice immediately after the Annual Meeting.
- b) If all of the Directors are present or if absent Directors consent to the holding of a meeting in their absence, a meeting of the Board of Directors may be held without notice.

3.7 Voting

- a) Any motion before the Board of Directors may be passed by a majority of the votes cast.
- b) The Board of Directors shall vote by show of hands. Minority votes, abstentions and those not present for the vote shall be recorded in the Minutes by the Secretary.
- c) The Chairperson of the Board of Directors' meeting may vote on any motion. In the case of a tie, the motion is defeated.
- d) An Associate Member who is a Director may vote at any meeting of the Board of Directors.

3.8 Chairperson of the Board of Directors

The President, or in the absence of the President, the Vice-President, shall chair the meetings of the Board of Directors.

3.9 Duties of the Board of Directors

- a) The Board of Directors shall establish policy for and manage and direct the operation of the Corporation.
- b) Each Director shall sit on at least one Committee of the Board of Directors.

3.10 Resolutions

- a) The Board of Directors shall carry on its business by resolutions moved, seconded and carried by a majority of the votes cast.
- b) The Chairperson of such Board of Directors' meeting shall count the votes on a resolution and declare it carried or defeated.
- c) The Secretary shall ensure that the minutes of the meetings of the Board of Directors are kept, including all motions made and resolutions passed including a record of the minority votes, abstentions and those not present for the votes.
- d) A declaration by the Chairperson of such Board of Directors' meeting that a resolution has passed and an entry to that effect in the minutes shall be admissible as prima facie proof that the resolution has passed.

3.11 Remuneration of Directors

The Directors shall receive no remuneration for acting as such, but shall be entitled to compensation for any expenses incurred by them upon proof of such expense.

3.12 Vacancies

- a) As long as there is a quorum of Directors in office, the Directors in office may appoint an individual who is an eligible and qualified Member to fill any vacancy until the next Annual or General Meeting. At that time the Members shall elect a Director to fill any vacancy for the balance of the term, if any, of the Director whose departure created the vacancy.
- b) Notice of a vacancy on the Board of Directors shall be communicated to the Members by notice or by whatever means are deemed appropriate at the time by the Board of Directors.
- c) If there is no quorum of Directors in office, then the remaining Directors must call a General Meeting as soon as possible so that the members can fill the vacancies by

election. If there are no Directors left in office or the remaining Directors fail or refuse to call such a General Meeting, any member may call a General Meeting for the purpose of filling such vacancies.

3.13 Committees

The Board of Directors shall elect from among their number at least three (3) Directors to the Executive Committee as soon as possible after each Annual Meeting and may appoint such other Committees as it, from time to time, considers advisable.

3.14 Executive Committee

- a) The members of the Executive Committee shall be the Directors elected in accordance with Section 3.13 hereof and, provided that he or she is a Director, the Past-President who shall remain a member of the Executive Committee until the sooner of the expiration of his or her term of office as Past-President and the expiration of his or her term of office as Director.
- b) The Executive Committee shall have all the powers of the Board of Directors subject to any restrictions, if any, contained in the Corporation's by-laws or any restrictions, if any, imposed from time to time by the Board of Directors.
- c) A quorum for the Executive Committee shall be set by the Executive Committee itself but shall not be less than a majority of the members of the Executive Committee and must include the chair of the Executive Committee.
- d) Decisions of the Executive Committee shall be made by a majority of the members of the Executive Committee present at the meeting, provided that a quorum must be present. In the event of a tie, the chair of the Executive Committee shall have a second or casting vote.
- e) The chair of the Executive Committee shall be appointed by the Board of Directors from among the members of the Executive Committee.

3.15 Power of Committees

No Committee, except the Executive Committee shall have the power to act for or on behalf of the Corporation or otherwise to commit or to bind the Corporation any course of action.

3.16 Membership on Committees

All members of the Executive Committee shall be Directors. The membership of all other Committees shall include at least one (1) Director.

3.17 Reports of Committees

Each Committee shall submit to the Board of Directors such reports as the Board of Directors may, from time to time, request, but, in any event, each Committee shall submit an annual report to the Board of Directors at such time as the Board of Directors may, from time to time, determine.

4 ADJOURNMENT

Any meeting of the Board of Directors or of the Members shall be adjourned to a later date upon approval of a motion setting the date, the time and the place at which the meeting will continue. When the meeting reconvenes, the first item of business shall be the reading of the Minutes.

5 OFFICERS OF THE CORPORATION

5.1 Officers

- a) At the first meeting of the Board of Directors following each Annual Meeting, the Directors shall elect a President, Vice-President, Secretary, Treasurer and Membership Secretary from amongst themselves.
- b) Only the offices of Membership Secretary and Treasurer may be held by the same person at the same time.
- c) If an individual holds the office of President in her or her sixth year of office, that individual shall be appointed by the Board of Directors to the office of Past-President for one (1) year if he or she accepts such office.
- d) Each officer shall serve a two (2) year term of office, and may be re-elected by the Directors provided that no Director serves more than six years on the Board, with the exception of the President, who may consent to be appointed to the office of Past-President for a term of one year.

5.2 Duties of the President

- a) The President shall oversee the general management and administration of the Corporation and its business.
- b) The President shall chair the Annual or General Meetings and the Board of Directors' meetings.

5.3 Duties of the Vice-President

- a) The Vice-President shall carry out the duties of the President in the President's absence or during any incapacity of the President.
- b) The Directors may give other duties or powers to the Vice-President from time to time.

5.4 Duties of the Secretary

- a) The Secretary (or staff designate) shall maintain and retain, as appropriate, the books, records, correspondence, contracts and other papers of the Corporation.
- b) The Secretary (or staff designate) shall keep minutes of all meetings of the Board of Directors and Members.
- c) The Secretary (or staff designate) shall give all notices required to be given to Members, Directors and officers of the Corporation.

5.5 Duties of the Treasurer

- a) The Treasurer shall present quarterly financial reports to the Board prior to submission to the Ministry of Health.
- b) The Treasurer shall check the organization's ledgers monthly to ensure that a bank reconciliation has been conducted within 30 days of month's end.
- c) The Treasurer shall check the organization's ledgers monthly to ensure accurate entry of deposits and retention of appropriate documentation.
- d) The Treasurer shall present the annual budget to the Board of Directors for their approval.
- e) The Treasurer and members of the Executive Committee of the Board shall receive and review the audited financial statements provided by the auditor.
- f) The Treasurer shall present the audited financial statements to the Board of Directors prior to the Annual General meeting.
- g) The Treasurer shall present the audited financial statements to the Members at the Annual General Meeting.
- h) The Treasurer shall call for the appointment of the auditors at the Annual General Meeting.

5.6 Duties of the Membership Secretary

- a) The Membership Secretary or staff designate shall maintain the Membership list.
- b) The Membership Secretary shall, at the direction of the Officers of the Corporation, organize an annual Membership drive.

6 ANNUAL AND GENERAL MEETINGS

6.1 Place, Date and Time of the Meetings

- a) Annual and General Meetings shall be held within the defined community at the place, date and time set by the Board of Directors within 15 months of the previous Annual Meeting, in accordance with the Corporations Act.
- b) The Corporation will make reasonable efforts to make all meetings of both the Board of Directors and the Members reasonably accessible to individuals with disabilities.

6.2 Notice of Meeting

- a) The Secretary shall provide or cause to be provided to each Member, at the Member's last address as shown in the books of the Corporation, a notice of the meeting indicating the time, date and place of each Annual or General Meeting.

Such notice shall include an agenda, and shall be postmarked at least 15 days prior to the meeting

- b) The inadvertent omission to transmit a notice of a meeting, or the fact that a Member did not receive it, does not invalidate any resolution which is enacted or any proceedings held, during the meeting.

6.3 Calling General Meetings

- a) The Board of Directors may call a General Meeting at any time.
- b) Members may require that a General Meeting be held upon written notice to the Board of Directors signed by not less than 1/10th of the Members in good standing. The notice must state the general business to be considered at the proposed General Meeting.

6.4 Voting at General or Annual Meetings

- a) Only Members who have paid their Membership dues may vote at General or Annual Meetings.
- b) New Members must have paid their Membership fees at least seven (7) days prior to any General or Annual Meeting in order to have voting privileges at that meeting.

- c) A Member may appoint as his/her proxy any other individual to vote at any General or Annual Meeting. The proxy holder need not be a Member.
- d) Every Adult Member has only one vote at every General or Annual Meeting, either personally or by proxy.
- e) Subject to Section 3.3 (c), voting shall be by show of hands.

6.5 Chairperson of General or Annual Meetings

- a) The President, or in his/her absence, the Vice-President, shall chair the General or Annual Meetings.
- b) If neither is present within 15 minutes of the start of such a Meeting, the Members shall elect, from amongst themselves, a person to chair that meeting.

6.6 Quorum of General or Annual Meetings

A quorum at any Annual or General Meeting is twenty (20) Members present in person or by proxy.

6.7 Conduct of General and Annual Meetings

- a) At any Meeting of the Members, the Members may consider and transact any business except the removal of a Director or an amendment to the by-law without prior notice to the Membership.
- b) A majority of the votes cast carries any motion provided however, that a 2/3 vote is necessary to carry a special resolution or to amend, repeal or pass a by-law.
- c) At any meeting of the Members the Members may, by a resolution passed by at least two-thirds (2/3) of the votes cast at that meeting, remove any Director before the expiration of his or her term of office (provided that proper notice of the intention to pass such a resolution has been duly given). The Members may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.
- d) The Chair of any General or Annual Meeting may vote on any motion. In case of a tie, the motion is defeated.
- e) The Secretary shall keep the Minutes of each Annual or General Meeting. An entry in the minutes that the Chair of the relevant Annual or General Meeting declared a motion carried is admissible as prima facie proof that the motion was carried. A record of votes for and against motions considered at each Annual or General Meeting shall be entered by the Secretary in the Minutes of the meeting when a counted vote takes place. A counted vote shall take place, if any Member asks for a counted vote to take place.

6.8 Business at Annual Meetings

At every Annual Meeting, in addition to any other business, the following must be considered:

- a) President's report;
- b) Treasurer's report;
- c) Auditor's report;
- d) Membership Secretary's report
- e) Health Centre Executive Director's Report
- f) Election of the Board of Directors; and
- g) Appointment of auditors for the next year.

7 BOOKS AND RECORDS

7.1 Legal Requirements

The Corporation shall keep at its head office copies of the following:

- 1) Minutes of all meetings;
- 2) The letters patent and any supplementary letters patent;
- 3) All by-laws and special resolutions;
- 4) A register of Members;
- 5) A register of Directors; and
- 6) Proper books of account.

7.2 Minutes

- a) The minutes of each meeting of the Board of Directors shall be approved at the next meeting of the Board of Directors

- b) The minutes of each General or Annual Meeting shall be approved at the next General or Annual Meeting. Once approved, the minutes are admissible in evidence as prima facie proof of the proceedings at the relevant meeting.
- c) Once minutes are approved, the Chairperson and Secretary (or staff designate) of each meeting of the Board of Directors or the Annual General Meeting shall sign them.

7.3 Indemnification of Directors and Officers

All Directors or officers or other persons authorized by the Board of Directors to conduct activities on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against,

- a) all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of the office; and
- b) all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default or failure to act honestly and in good faith in the best interests of the Corporation.

7.4 By-laws

The by-laws of the Corporation shall be enacted, repealed or amended by an affirmative vote of at least two-thirds (2/3) of the Members at a General Meeting duly called for the purpose of considering such a by-law.

7.5 Financial Year

The financial year of the Corporation shall terminate on the 31st day of March in each year or on such other date determined by the Board of Directors.

7.6 Signatures and Certification of Documents

Contracts or any instruments in writing requiring the signature of the Corporation shall be signed by the Executive Director and, where required by internal controls or third parties, by one of the President, the Vice-President, the Treasurer or the Secretary.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the persons by

whom, any particular contract or instrument or class of contracts or class of instruments in writing may or shall be executed.

7.7 Rules and Regulations

The Board of Directors may prescribe rules and regulations that are consistent with these by-laws. Such rules and regulations shall relate to the management and operation of the Corporation. These rules and regulations, after having been prescribed by the Board of Directors, shall have force and effect only until the next Annual or General Meeting. At that Annual or General Meeting, these rules and regulations shall be submitted to the Membership for confirmation by two-thirds (2/3) majority. In default of confirmation at that Annual or General Meeting such rules and regulations shall cease to have force and effect.

7.8 Registry of Members

The Corporation shall keep a register of the Members which shall consist of an alphabetical list of the names of all the persons who are Members or have been Members within the last ten (10) years, including their current addresses, or, if they were but no longer are Members, their addresses when they were Members.

7.9 Registry of Directors

The Corporation shall keep a register of Directors, which shall consist of a list of the names and addresses of all persons who are or have been Directors, together with the various dates when each became or ceased to be a Director.

8 DISPOSITION OF PROPERTY

8.1 Disposition of Property on Dissolution

Upon the Corporation's dissolution and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more recognized charitable organizations in Canada having similar objects.

9 NOTICES

9.1 Notices

- a) Whenever notice is to be given, such notice may be given in writing and
 - (i) Delivered, or

- (ii) Sent by prepaid mail, or
 - (iii) Sent by facsimile transmission, addressed to the Director, officer or Member at the address or the facsimile number, as the case may be, as it appears on the books of the Corporation.
 - (iv) Sent by electronic mail, addressed to the Director, Officer or Member at the email address as it appears on the books of the Corporation.
- b) If any notice is sent by prepaid mail, it shall be conclusively deemed to have been received on the third day following the mailing thereof.
 - c) If any notice is delivered or sent by facsimile transmission, it shall be conclusively deemed to have been received at the time of delivery or transmission.
 - d) Mailing shall not be an effective means of sending notice of a meeting if it may be reasonably anticipated that, due to an interruption in postal service (such as strike, lockout or similar event), the notice shall not be received by the addressee by the third business day following the mailing thereof. Instead, any such notice must then be sent by an alternative method which it may reasonably be anticipate will cause the notice to be received reasonably expeditiously by the addressee.
 - e) For the purpose of sending any notice the address or the facsimile number, as the case may be, of any Member, Director, or officer shall be the last address or facsimile number, as the case may be, of such person as recorded on the books of the Corporation.
 - f) Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.