

# CENTRES FOR SENIORS WINDSOR

## BY-LAW NUMBER: JANUARY, 2012

### CONTENTS

Interpretation	1	Protection of Directors and Officers	15
Objects	3	Financial Year	15
Head Office	3	Borrowing	15
Membership in the Corporation	3	Execution of Instruments	16
Membership Meetings of the Corporation	8	Notice	16
Board	9	Amendments	17
Board Meetings	12	Repeal of Prior By-laws	17
Board Committees	14		
Officers	14	Addendum A – Proxy	18

IT IS HEREBY ENACTED as a By-law of the Corporation as follows:

### INTERPRETATION

1. **Definitions.** In this By-law:
  - (a) **“Automatic Membership”** means an individual holding automatic membership in the Corporation.
  - (b) **“Board”** means the board of directors of the Corporation.
  - (c) **“By-laws”** means these by-laws.
  - (d) **“Contracts, Documents and Instruments in Writing”** includes cheques, drafts, orders for payment, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper and electronic writings.
  - (e) **“Corporation”** means Centres for Seniors Windsor, an Ontario, non-share capital corporation, incorporated under the *Corporations Act*<sup>1</sup> and having Ontario corporation number 114723.<sup>2</sup>
  - (f) **“Director”** means a director of the Corporation.

1 R.S.O. 1990, c. 38. Note the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, is anticipated to be proclaimed in force by 2012 at which time it will replace the *Corporations Act*.

2 The Corporation has charitable objects and as such is a charitable, non-profit corporation.

- (g) **“Executive Director”** means the executive director of the Corporation.
- (h) **“Full Membership”** means an individual holding full membership in the Corporation.
- (i) **“Group”** has the meaning given in subsection 8(c) of these By-laws.
- (j) **“Group Membership”** means an entity holding group membership in the Corporation.
- (k) **“Honorary Member”** means an individual holding an honorary membership in the Corporation.
- (l) **“Letters Patent”** means the letters patent of the Corporation as amended by any supplementary letters patent.<sup>3</sup>
- (m) **“Member”** means a member of the Corporation.
- (n) **“Membership”** means membership in the Corporation.
- (o) **“Officer”** means an officer of the Board.
- (p) **“Past President”** means the past president of the Board.
- (q) **“President”** means the president of the Board.
- (r) **“Secretary”** means the secretary of the Board.
- (s) **“Treasurer”** means the treasurer of the Board.
- (t) **“Vice-President”** means the vice-president of the Board.

2. **Plural.** Words that are in the singular form are deemed to include the plural form and vice versa.
3. **Conflict Between Letters Patent and By-laws.** In the event of a conflict between the provisions contained in the Letters Patent and the By-laws, the provisions of the Letters Patent shall prevail.
4. **Footnotes.** The footnotes in these By-laws are inserted for non-binding explanatory purposes only. They are not to be considered or taken into account for the purposes of construing or interpreting the provisions of these By-laws nor shall they be used in any way to clarify, modify or explain the effect of any such provisions.

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<sup>3</sup> The Letters Patent is the charter for the Corporation – the document that brought the Corporation into existence. Note the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, anticipated to come into force by 2012, refers to “letters patent” as “articles”.

## OBJECTS

5. **Objects as per Letters Patent.** The objects of the Corporation are as set out in the Letters Patent.
6. **Values, Mission and Vision.** The values, mission, vision and other policies of the Corporation shall be consistent with the objects of the Corporation.

## HEAD OFFICE

7. **Head Office.** The head office of the Corporation shall be as set out in the location required by the Letters Patent and at such place therein as the Board may from time to time determine.<sup>4</sup>

## MEMBERSHIP IN THE CORPORATION

8. **Membership Composition and Classifications.** The Membership of the Corporation shall be divided into the following classes with each class having the following eligibility criteria and admission requirements and privileges:
  - (a) **Automatic.**
    - (i) **Eligibility Criteria and Admission Requirements.** The Automatic category of Membership shall consist of all individuals who are from time to time appointed or elected as Directors and admission shall be automatic.<sup>5</sup>
    - (ii) **Privileges.** Individuals holding Automatic Membership shall be entitled to:
      1. Notice of and to attend at all Membership meetings.
      2. To one (1) vote at all Membership meetings.Individuals holding Automatic Membership shall be eligible for other Membership classifications if they meet the relevant eligibility criteria and admission requirements.
  - (b) **Full.**
    - (i) **Eligibility Criteria and Admission Requirements.** The Full category of Membership shall be open to individuals who meet the following eligibility criteria and admission requirements:

4 The Letters Patent sets the Head Office in the City of Windsor. Head Office was set within the City of Windsor at 635 McEwan Avenue, Windsor by resolution of the Board of Directors. See *Corporations Act* section 277 for detail with respect to changing head office location.

5 *Corporations Act* subsection 286(1) requires directors to be members. Accordingly subsection 8(a) of these By-laws provides automatic membership to anyone who is elected a Director to facilitate compliance. *Corporations Act* subsection 124(2) permits such *ex officio* admission.

1. attained the minimum age for admission as may be established by the Board from time to time;<sup>6</sup>
2. submitted to the Corporation a completed application in the form from time to time required by the Board, which application may include a requirement to submit an assessment of the individual's capacity for participation in programs offered by the Corporation and related waivers; and
3. submitted to the Corporation payment of such Full Membership fee as is from time to time required by the Board.

(ii) **Privileges.** Individuals holding Full Membership shall be entitled to:

1. Notice of and to attend at all Membership meetings.
2. To one (1) vote at all Membership meetings provided that the Membership has been in effect for at least ninety (90) days prior to the Membership meeting.
3. To participate in programs and services from time to time approved for Full Membership by the Board.
4. Such other privileges from time to time approved for Full Membership by the Board.

(c) **Group.**

(i) **Eligibility Criteria and Admission Requirements.** The Group category of Membership shall be open to all, "Groups," including business corporations; non-profit corporations; unincorporated associations; and partnerships who meet the following eligibility criteria and admission requirements:

1. submitted to the Corporation a completed application in the form from time to time required by the Board, which application may include for those individuals participating through the Group an assessment of the individual's capacity for participation in programs offered by the Corporation and related waivers; and
2. submitted to the Corporation payment of such Group Membership fee as is from time to time required by the Board. For greater clarity, the Board shall have the authority to establish varying Group Membership fees depending on the number of individuals participating through the Group.

(ii) **Privileges.** Groups holding Group Membership shall be entitled to:

1. Notice of and to attend at all Membership meetings. For greater clarity, it is the Group that is entitled to notice and not each individual participating through the Group.
2. To one (1) vote at all Membership meetings provided that the Membership has been in effect for at least ninety (90) days prior to the Membership meeting. For greater clarity, it is the Group that is entitled to the one (1) vote and not each individual participating through the Group.

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<sup>6</sup> Age is currently set at 50 years. Section 15 of the Ontario *Human Rights Code* permits preference for persons over the age of 65. Further section 14 of the Ontario *Human Rights Code* permits special programs aimed at older persons even if they are not aged 65 or over providing that the purpose of the program is to relieve hardship or assist disadvantaged groups achieve equal opportunity and providing that the age requirement is rationally connected to the program.

3. Designate Group associated individuals, in such numbers as have been approved by the Board, who in turn shall be entitled to participate in programs and services from time to time made available to the Full Membership.
4. Such other privileges from time to time approved for Group Membership by the Board.

(d) **Honorary.**

- (i) **Eligibility Criteria and Admission Requirements.** The Honorary category of Membership shall consist of:
  1. all individuals who are from time to time approved by the Board as Honorary Members; or
  2. all individuals who attain ninety (90) years of age and who have held Full Membership for at least one (1) year prior to attaining such age.
- (ii) **Privileges.** Honorary Members shall be entitled to:
  1. Notice of and to attend at all Membership meetings.
  2. To one (1) vote at all Membership meetings.
  3. To participate in any programs and services from time to time made available to the Full Membership.
  4. Such other privileges from time to time approved for Honorary Membership by the Board.

9. **Terms of Membership.** Individuals and Groups holding Membership and individuals participating through Groups shall:

- (a) **Support Mission, Vision and Values.** Support the mission,<sup>7</sup> vision and values of the Corporation and refrain from any conduct (on or off the Corporation's property) which undermines or is detrimental to the mission, vision and values of the Corporation.
- (b) **Respect.** Treat individuals participating in the programs and services of the Corporation plus all personnel of the Corporation including all volunteers with respect for their comfort, safety and wellbeing and refrain from contrary or abusive behaviours.
- (c) **Comply with Rules.** Comply with the Membership rules, program participation rules and such other rules as from time to time may be established by the Board and/or Executive Director.
- (d) **Co-operate in Conflict Management Efforts.** Co-operate as reasonably requested by the Board and/or Executive Director in any conflict management efforts.

10. **Discipline.**

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<sup>7</sup> To enrich the lives of adults over the age of 50 through the provision of activities, programs and services.

- (a) **Types.** Individuals or Groups holding Membership or individuals participating through Groups who breach the terms of Membership as outlined in section 9 of these By-laws may be subject to the following disciplinary measures:
- (i) **Reprimand.** A reprimand.
  - (ii) **Fine.** In situations involving damage to property or other loss related in whole or in part to the breach, payment of a fine, the amount of which is to be at the discretion of the Executive Director, providing that it shall not be more than the value of the damage or loss sustained.
  - (iii) **Order to Obtain Education or Training.** An order to obtain such education or training as the Board considers appropriate at their own expense.
  - (iv) **Suspension.** Suspension of Membership or suspension of the privilege to participate in the case of an individual participating through a Group, as applicable, for such period of time as the Board considers appropriate.
  - (v) **Expulsion.** Expulsion from Membership.
- (b) **Process.** If an alleged breach of the terms of Membership is to be considered by the Executive Director, the Executive Director shall:
- (i) **Notice.** Give at least seven (7) days notice to the subject Member or individual participating through a Group, as the case may be, which notice shall specify the nature of the alleged breach and details with respect to any evidence the Executive Director intends to consider.
  - (ii) **Hearing.** Give the subject Member or individual participating through a Group, as the case may be, an opportunity to respond to the alleged breach and be heard. The subject Member or individual participating through a Group, as the case may be, shall be entitled to be represented by counsel or an agent.
  - (iii) **Authority.** Following consideration of the alleged breach and any submissions, have authority to impose disciplinary measures from among the options listed in subsection 10(a) of these By-laws, as the Executive Director considers appropriate.
  - (iv) **Decision.** Issue to the subject Member or individual participating through a Group, as the case may be, the Executive Director's decision in writing stating brief reasons for the decision.
- (c) **Affect on Membership.** While any disciplinary decision is in effect the associated Membership shall be deemed not to be in good standing and such person or individual holding Membership or individual participating through a Group shall not be entitled to any Membership privileges during that time.
- (d) **Review of Disciplinary Decision.** In the event a Member or individual participating through a Group disagrees with any disciplinary decision of the Executive Director, a request to review the decision may be made to the Board. The Board may opt not to review the disciplinary decision of the Executive Director, in which case the decision of the Executive Director shall be final and binding and no appeal shall lie therefrom. Alternatively, the Board may opt to review the decision, in which case the provisions of subsection 10(b) of these By-laws shall apply with the necessary modifications. Discipline decisions of the Board shall be final and binding and no appeal shall lie therefrom.

- (e) **Publication.** Discipline decisions of the Executive Director and the Board may be disclosed to the Membership at the discretion of the Executive Director and Board respectively.
  - (f) **Interim Emergency Suspension.** In the event the Executive Director determines, acting in his or her sole discretion, that an individual holding Membership or an individual participating through a Group poses an immediate, ongoing threat to the comfort, safety and/or wellbeing of any other individual, the Executive Director shall have the authority to impose an interim suspension of Membership pending the Executive Director having an opportunity to hear the matter and make a decision in accordance with subsection 10(b) of these By-laws.
11. **Admissions, Renewals and Reinstatements.** In the case of Automatic Membership, admission shall be automatic. Admissions, renewals and reinstatements of or to all other Membership classifications shall become effective upon approval by the Board<sup>8</sup> and the Board shall have the discretion to reject any application for admission, renewal or reinstatement to any such Membership classification, providing such rejection is not based on any unlawful discrimination. For greater clarity, during the time period when Membership renewal is pending (thirty (30) days past Membership expiry), the Membership shall be deemed to be in good standing unless otherwise addressed by the Board.
12. **Termination of Membership.** Membership is not transferable and terminates upon the happening of any of the following events:
- (a) **Director Ceases to be a Director.** Where an individual holds Automatic Membership by virtue of being a Director<sup>9</sup> and that individual ceases to be such for whatever reason. In such case Automatic Membership shall be deemed to have been terminated on the date that the individual ceased to be a Director.
  - (b) **After One Year.** After one (1) year following admission to Membership, unless Membership is renewed.
  - (c) **Non-Payment of Dues or other Amounts Owng.** Default on the payment of any Membership fee or other amount which is owed to the Corporation in which event Membership shall automatically terminate without notice. However the Membership may be reinstated for the remainder portion of any year, upon payment of all unpaid fees or other amounts owing in respect of the year.
  - (d) **Written Resignation.** If the person holding Membership delivers notice in writing that she, he or it resigns her, his or its Membership, in which case the Membership shall be terminated at the time notice is received by the Board or at the time specified in the notice, whichever is later.

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<sup>8</sup> Corporations Act subsection 124(1) requires at a minimum Board approval for admission to membership.  
<sup>9</sup> See By-law section 8 which makes anyone a Member who is elected as a Director.

- (e) **Discipline.** Upon decision to expel a Member as a disciplinary measure in accordance with section 10 of these By-laws.
- (f) **Removal.** Upon resolution to remove a Member from Membership passed by at least two-thirds (2/3) of the votes cast by the Membership at a general meeting for which notice specifying the intention to pass such resolution has been given to the individual or person, as the case may be, holding Membership.
- (g) **Death.** In the case of an individual holding Membership, the individual dies.

**MEMBERSHIP MEETINGS<sup>10</sup> OF THE CORPORATION**

- 13. **Calling of Meetings.** Membership meetings may be called at any time by the President or by a majority of the Board.<sup>11</sup>
- 14. **Notice.**
  - (a) **Generally.** Notice of the date, time and place of every Membership meeting shall be given to each person holding Membership<sup>12</sup> and the auditor if an auditor has been appointed,<sup>13</sup> at least ten (10) days before the date of the meeting in the manner specified in section 47 of these By-laws.
  - (b) **Waiver.** A Membership meeting may be held without notice if all the persons holding Membership and the auditor if an auditor has been appointed, have waived in writing the notice, provided that attendance of any such person at a Membership meeting shall constitute a waiver of notice of the meeting except where such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or held.
- 15. **Place of Meetings.** Membership meetings shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may from time to time determine.<sup>14</sup>
- 16. **Chair.** The President shall chair Membership meetings, or in the absence of the President, the Vice President or in the absence of the President and Vice-President the Past President and in the absence of all the foregoing the Members that are present shall choose another Director to act as chair.<sup>15</sup>
- 17. **Transaction of Business.**
  - (a) **Quorum.** Seven (7) shall form a quorum for the transaction of business at any Membership meeting.<sup>16</sup>

10 Note: "Membership" is in reference to the membership of the Corporation and not the Seniors Windsor Members' Council which is a separate distinct group;

11 Also see *Corporations Act* section 295 which addresses the ability of the membership to requisition a meeting.

12 See *Corporations Act* section 93 made operative by subsection 133(1).

13 See *Corporations Act* subsection 96(6) made operative by subsection 133(1).

14 See *Corporations Act* section 82 made operative by subsection 133(1).

15 See *Corporations Act* clause 93(1)(e) made operative by subsection 133(1).

16 Note there is no statutory requirement for quorum for membership meetings. In the absence of any quorum provision at common law, it is a majority.



(b) **Voting.** Each Member shall have one (1) vote on each question arising at any Membership meeting, except that the chair shall also have a second or casting vote in the event of a tie.<sup>17</sup> At all Membership meetings every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required.<sup>18</sup> Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. A declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn at any time prior to taking the poll. If a poll be demanded and not withdrawn such poll shall be taken in such manner as the chair shall direct and the result of such poll shall be deemed the decision of the Corporation.

(c) **Proxies.** Every Member may by means of a proxy appoint a person who need not hold Membership, as nominee, to attend and act at the meeting in the manner, to the extent, and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member or the attorney of the Member authorized in writing. Subject to the requirements of the *Corporations Act*<sup>19</sup> a proxy may be in the form attached as Addendum A to this By-law or such other form as the Board from time to time prescribes or as the chair of the meeting may accept as sufficient, and shall be deposited with the Secretary before any vote is called under its authority or at such earlier time and in such manner as the Board may prescribe.<sup>20</sup>

18. **Annual General Meeting.** The annual general meeting of the Corporation shall be held no later than fifteen (15) months after the holding of the last preceding annual general meeting.<sup>21</sup> The following business shall be conducted at the annual general meeting:

- (a) the financial statements<sup>22</sup> and the report of the auditors, if any, shall be presented;<sup>23</sup>
- (b) any vacancies on the Board shall be filled;
- (c) if required or otherwise desired, auditors shall be appointed for the ensuing year;<sup>24</sup> and
- (d) the remuneration of the auditors, if appointed, shall be fixed or alternatively, the Board shall be authorized to fix the remuneration.<sup>25</sup>

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17 See *Corporations Act* paragraph 93(1)(c) made operative by subsection 133(1).

18 Certain decisions are required by the *Corporations Act* to be passed by a 2/3rds vote, such as, for example, the decision to remove a director as per *Corporations Act* subsection 67(1) made operative by subsection 133(1).

19 R.S.O. 1990, c.38.

20 See *Corporations Act* section 84 made operative by subsection 133(1).

21 See *Corporations Act* section 293 relating to timing of annual general meetings.

22 See *Corporations Act* section 97 made operative by subsection 133(1).

23 See *Corporations Act* section 96 and subsection 97(3) made operative by subsection 133(1).

24 See *Corporations Act* section 94 made operative by subsection 133(1).

25 See *Corporations Act* subsection 94(6) made operative by subsection 133(1).

19. **Adjournment.** The chair presiding at a Membership meeting, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the meeting from time to time and from place to place.<sup>26</sup>

## BOARD

20. **Duty.** The Board shall administer the affairs of the Corporation in all things subject to any applicable law, the Letters Patent and the By-laws.<sup>27</sup>
21. **Qualifications.** Each Director shall:
- (a) hold, at the date of or within ten (10) days after election, Membership in the Corporation and thereafter hold throughout her or his term of office, Membership in the Corporation;<sup>28</sup>
  - (b) be at least eighteen (18) years of age;<sup>29</sup>
  - (c) not be an undischarged bankrupt;<sup>30</sup>
  - (d) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;<sup>31</sup>
  - (e) not be a person who has been found to be incapable by any court in Canada or elsewhere;<sup>32</sup>
  - (f) not be an individual or an "Associate" of an individual or a board member, shareholder, member or employee of any person who:
    - (i) is under contract with the Corporation;
    - (ii) has been under contract with the Corporation in the previous year; or
    - (iii) intends to be under contract with the Corporation in the future;

"Associate" as used above includes parents, siblings, children, spouse, common-law partner or other individual (such as a business partner) with a formal relationship to the subject individual.

26 See *Corporations Act* clause 93(1)(d) made operative by subsection 133(1).

27 See *Corporations Act* subsection 283(1).

28 *Corporations Act* subsection 286(1) requires Directors to be members or become so within 10 days of election. Accordingly section 8 of these By-laws provides automatic membership to anyone who is elected a Director. Note this membership requirement will no longer be applicable when the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 comes into force which is anticipated by 2012.

29 See *Corporations Act* subsection 286(4). Note paragraph 23(1)2 of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 which is anticipated to come into force by 2012 sets out the same requirement.

30 See *Corporations Act* subsection 286(5). Note paragraph 23(1)5 of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 which is anticipated to come into force by 2012 sets out the same requirement.

31 This qualification is as per *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 clause 23(1)3 which is anticipated to come into force by 2012.

32 This qualification is as per *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 clause 23(1)4 which is anticipated to come into force by 2012.

- (g) not have been convicted of a *Criminal Code* offence for which a pardon has not been granted.
22. **Number.** The affairs of the Corporation shall be managed by thirteen (13) Directors elected or appointed, as the case may be, as follows:<sup>33</sup>
- (a) One (1) of the Directors shall be *ex officio* the Past President, providing the position of Past President is not vacant.
- (b) At the first annual general meeting following confirmation of these By-laws, twelve (12) of the Directors shall be elected by the Membership, provided always that a minimum of two (2) of the Directors shall be individuals holding Full Membership who have been nominated by the individuals holding Full Membership. There having been a staggered rotating Board previously established such Directors shall be elected for a term of three (3) years from their election or until their successors are elected.
23. **Limit of Terms.** Directors if qualified, are eligible for re-election at the end of their terms, providing that no Director shall serve for more than six (6) consecutive years without taking at least one (1) year off, subject to that time being extended in the case of a Director who holds an Officer's or is contemplated to succeed into different Officers' positions in accordance with any Board policy from time to time in place.
24. **Vacation of Office.** The office of a Director shall be vacated:
- (a) **Ex Officio Directors.** In the case of an *ex officio* Director, if the Director no longer holds the position in connection with which her or his *ex officio* status was obtained.
- (b) **Removal by Membership.** Upon resolution to remove the Director, passed by at least two-thirds (2/3) of the votes cast by the Members at a Membership meeting for which notice specifying the intention to pass such resolution has been given to the Membership.<sup>34</sup>
- (c) **Written Resignation.** By the Director delivering notice of resignation in writing to the Corporation in which case, such resignation shall be effective at the time notice is received by the Board or at the time specified in the notice, whichever is later.
- (d) **Failure to Attend Three (3) Consecutive Meetings.** If the Director fails to attend three (3) consecutive meetings of the Board and she or he also fails, within thirty (30) days, to respond positively to a letter from the Corporation requesting that the Director confirm that she or he wishes to continue as a Director. In such case the vacancy will be deemed to have become effective at the end of the said thirty (30) day period. For greater clarity, the Board has the discretion whether or not to send the letter referred to above.

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33 *Corporations Act* subsection 283(2) requires a fixed number of directors not fewer than 3.

34 See *Corporations Act* subsections 67(1) made operative by subsection 133(1).

- (e) **Death.** Upon the death of the Director.
- (f) **No Longer Qualified.** Upon a Director ceasing to be qualified pursuant to the By-laws. In such case, the vacancy will be deemed to have become effective on the date that the Director ceased to be qualified.

25. **Filling Interim Vacancies.**

- (a) **Ex Officio.** In the case of the *ex officio* Director, the position shall remain vacant until a new Past President is appointed.
- (b) **Elected.** In the case of elected Directors, vacancies shall be filled as follows:
  - (i) **If Removed by Membership.** In the event a vacancy is created by the removal of a Director by the Membership, then the Membership may (but are not required) by a majority vote elect any individual in her or his stead for the remainder of her or his term.<sup>35</sup>
  - (ii) **Otherwise.** Vacancies may otherwise be filled as follows:
    - 1. **If Quorum Remains.** So long as a quorum of Directors remain in office vacancies may be filled by the Directors, if they shall see fit to do so. If they do not see fit to do so, such vacancies shall be filled at the next annual general meeting of the Membership at which the Directors for the ensuing year are elected.<sup>36</sup>
    - 2. **If No Quorum Remains.** If a quorum of Directors does not remain, the remaining Directors shall forthwith call a meeting of the Membership to fill the vacancy.<sup>37</sup>

If the number of Directors is increased between the terms, a vacancy to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

26. **No Remuneration.** Individuals who are Directors shall not receive remuneration in any capacity or any direct or indirect profit from their positions, provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties as long as they have complied with any expense reimbursement policies from time to time in place.<sup>38</sup>

## BOARD MEETINGS

35 See Corporations Act section 67 made operative by subsection 133(1).

36 See *Corporations Act* subsection 288(2).

37 See *Corporations Act* subsection 288(3).

38 Directors of charities cannot personally benefit from the charity. This extends to being paid as an employee or in any other capacity or having an interest in a contract. See "Current Charity Issues Involving the PGT" by Dana F. De Sante published in Ontario Bar Corporation Continuing Legal Education "A Danger to Dabble – Charity Law Hot Spots" (Oct 24, 2005).

27. **Number of Board Meetings.** The Board shall meet as necessary to fulfil the Board's duties.
28. **Calling of Meetings.** Board meetings may be called by the President, the Vice-President or any two (2) Directors.
29. **Place of Meetings.** Board meetings shall be held at the head office of the Corporation or at such other place as the Board may from time to time determine.<sup>39</sup>
30. **Notice.**
- (a) **Generally.** Subject to the exceptions below, at least two (2) days' notice (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) for Board meetings shall be given to Directors in the manner specified in section 47 of these By-laws.
  - (b) **Board Meeting Following Annual General Meeting.** A Board meeting may be held, without notice, immediately following the annual general meeting of the Corporation.
  - (c) **Regular Meetings.** The Board may appoint a day, time and place in each month for regular meetings and in respect of such regular meetings no further notice need be sent. The President shall have the authority to cancel any such regularly scheduled meeting by sending notice to that effect to the Directors.
  - (d) **Adjourned Meetings.** No notice of adjourned Board meetings shall be required.
  - (e) **Consent and Waiver.** No formal notice of a Board meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. Further any Director may at any time waive notice of a Board meeting and may ratify and approve of any or all proceedings taken or had thereat.
  - (f) **Evidence of Notice.** The statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
  - (g) **Errors or Omission.** No error or omission in giving notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at a Board meeting.
31. **Chair.** The President shall chair Board meetings or in the absence of the President, the Vice-President and in the absence of the President and Vice-President the Past President and in the absence of all the foregoing the Directors present shall choose another Director to act as chair.
32. **Transaction of Business.**

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39 See *Corporations Act* section 82 made operative by subsection 133(1).

- (a) **Quorum.** A majority of the Board shall form a quorum for the transaction of business by the Board.<sup>40</sup>
  - (b) **Any Business.** Subject to the *Corporations Act*,<sup>41</sup> the Board may consider or transact any business at any Board meeting.
  - (c) **Means of Meetings.** If all the Directors present at or participating in the meeting consent, a meeting of Directors or of a committee of Directors 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 the meeting by those means is deemed to be present at the meeting.<sup>42</sup>
  - (d) **Voting.** Each Director shall be entitled to one (1) vote, except that the chair shall have a second or casting vote in the event of a tie.<sup>43</sup> Questions arising at any Board meeting shall be decided by a majority of votes.<sup>44</sup>
33. **Adjournment.** Board meetings may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present.

## BOARD COMMITTEES

34. **Standing Committees.** There shall be such standing committees of the Board for such purposes as the Board may determine from time to time by resolution. Terms of reference for standing committees of the Board shall be as approved from time to time by the Board.
35. **Ad Hoc Committees.** There may be such ad hoc committees of the Board for such purposes as the Board may determine from time to time. Terms of reference for ad hoc committees of the Board shall be as approved from time to time by the Board.
36. **Committee Composition.** Committee composition may, but need not, be restricted to Directors.
37. **Board Maintains Decision Making Power.** No committee of the Board shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees of the Board shall only have the power to make recommendations to the Board and the Board shall at all times maintain its decision making power.<sup>45</sup>

40 *Corporations Act* subsection 288(1) provides for a minimum quorum of not less than two-fifths of the Board. Note quorum is calculated on the number of directors a corporation should have – not on the number it actually has.

41 R.S.O. 1990, c. 38.

42 This provision tracks the language of *Corporations Act* subsection 283(3.1).

43 Contrary to popular belief the Chair has a vote like any other director. See "The Guide to Better Meetings for Directors of Non-Profit Organizations" published by the Canadian Society of Corporation Executives (2000).

44 Note that Directors cannot participate or vote at Directors' meetings by way of proxy.

45 Directors have a duty not to fetter their discretion or delegate decision making. Executive committees are a statutory exception, hence the reason for its differentiation in the By-laws. See *Corporations Act* section 70 made operative by

## OFFICERS

38. **Appointment of Officers.** The Board shall appoint a President, Vice-President, Secretary and Treasurer and such other Officers as the Board may determine from time to time. The outgoing President shall *ex officio* become the Past President. One (1) person may only hold one (1) office. The President, Vice-President and Past President shall all be Directors.<sup>46</sup>
39. **Powers and Duties.** The duties of the Officers shall be as determined from time to time by the Board.
40. **Removal of Officers.** Officers shall be subject to removal by resolution of the Board at any time.

## PROTECTION OF DIRECTORS AND OFFICERS

41. **Indemnification by the Corporation.**<sup>47</sup> Every Director, Officer and other person who has undertaken or is about to undertake any liability 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 which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against her or him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or him in or about the execution of the duties of her or his office or in respect of any such liabilities.
  - (b) All other costs, charges and expenses which she or he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her or his own wilful neglect or default.
42. **No Liability.** No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, solvency or tortious act of any person, firm or corporation

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subsection 133(1) for further detail with respect to establishing an executive committee.

46 *Corporations Act* section 289 requires the appointment of a President who need be a Director and a Secretary who need not be a Director.

47 *Corporations Act* section 80 made operative by section 133(1) and subsection 283(5) set out requirements with respect to indemnification and the purchase of insurance along with *Charities Accounting Act* Ontario Regulation 4/01 section 2.

with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatsoever which may happen in the execution or supposed execution of the duties of her or his respective office or trust or in relation thereto, unless the same shall happen by or through her or his own wilful act or her or his own wilful default.

#### FINANCIAL YEAR

43. **Year End.** The fiscal year of the Corporation shall end March 31<sup>st</sup> each year.<sup>48</sup>

#### BORROWING

44. **Borrowing.**<sup>49</sup> The Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts rights, powers, franchises and undertakings, to secure any money borrowed, debt, or any other obligation or liability of the Corporation,

provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

#### EXECUTION OF INSTRUMENTS

45. **Execution of Instruments.** Contracts, Documents, Instruments in Writing requiring the signature of the Corporation may be signed by either the President or Vice-President and either the Secretary or Treasurer and all Contracts, Documents, Instruments in Writing and other documents so signed shall be binding upon the Corporation without any further authorization or formality.

46. **Other Authorization.** Notwithstanding any provisions to the contrary contained in this By-law of the Corporation, the Board may at any time by resolution direct the manner in which and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

#### NOTICE

48 Note, before year end can be changed Canada Revenue Agency approval is required.

49 *Corporations Act* section 59 made operative by section 133(1) addresses the passing of borrowing by-laws requiring a 2/3rds confirmation vote of the Members. Note the Ontario Public Guardian and Trustee currently requires inclusion of a special provision in the letters patent restricting borrowing to current operating expenses subject to certain exceptions.



47. **Notice.** Unless otherwise required, any notice required to be given under the *Corporations Act*,<sup>50</sup> the Letters Patent, the By-laws or otherwise by a person holding Membership, Director, Officer or auditor shall be in writing and shall be delivered, mailed, or sent by facsimile or electronic mail as follows:

- (a) delivered personally in which case it will be deemed to have been given on the date delivered;
- (b) delivered to the person's address as recorded in the Corporation's records, in which case it will be deemed to have been given on the date delivered;
- (c) mailed to the person's address as recorded in the Corporation's records by prepaid mail, in which case it will be deemed to be delivered five (5) days after the date of mailing; or
- (d) sent to the person's address as recorded in the Corporation's records by facsimile or electronic mail in which case it will be deemed to be delivered one (1) day after the date of transmittal.

#### AMENDMENTS

48. **By-laws.** No amendment to the By-laws shall be effective until confirmed by the Membership.

#### REPEAL OF PRIOR BY-LAWS

49. **Repeal.** Subject to section 50 of these By-laws, all prior by-laws of the Corporation are repealed.

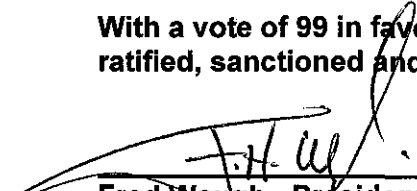
50. **Proviso.** The repeal of prior by-laws shall not impair in any way the validity of any act.

Passed by the Board, December 20<sup>th</sup>, 2011.

  
Fred Waugh - President

  
Mike Dunbar - Secretary

With a vote of 99 in favour, 1 against, and 1 abstention, these By-laws were approved, ratified, sanctioned and confirmed by the Membership, January 19<sup>th</sup>, 2012.

  
Fred Waugh - President

  
Mike Dunbar - Secretary

**ADDENDUM A**

**PROXY**

**CENTRES FOR SENIORS WINDSOR**

The undersigned Member holding Membership in Centres for Seniors Windsor (the "Corporation") hereby appoints with power of substitution \_\_\_\_\_ (Name of Appointee) of \_\_\_\_\_ (Town or City) as the proxy of the undersigned to attend and act at the \_\_\_\_\_ (Name of Meeting) Meeting of the Membership of the Corporation to be held on the \_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

\_\_\_\_\_  
Name of Member (Please Print)

DATED the \_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
Signature of Member