

SCHEDULE A

MARSH STREET COMMUNITY CENTRE

BY-LAW No. 2024-1 ~~2023-1~~

SECTION 1 - GENERAL

1.01. Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Articles" means the Letters Patent of the Corporation, issued on December 21, 1999;
- c. "Board" means the board of directors of the Corporation;
- d. "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e. "Chair" means the chair of the Board, who shall be the President unless otherwise determined in accordance with this by-law;
- f. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h. "Member" means a member of the Corporation;
- i. "Members" means the collective membership of the Corporation;
- j. "meeting of members" includes an annual meeting of Members or a special meeting of Members; and
- k. "Officer" means an officer of the Corporation.

1.02. Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

1.03. Severability and Precedence

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. If any of the provisions contained in the

By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04. Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person 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 Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

SECTION 2 – DIRECTORS

2.01. Management of the Corporation

Subject to the Act, the Board of Directors shall manage and supervise the management of the activities and affairs of the Corporation. Individual Directors do not have the power to bind or commit the Corporation, unless authorized by the Board. The Board may prescribe such policies, rules and regulations, not inconsistent with the Act or these By-Laws, which the Board deems necessary for the orderly and effective management of the activities and affairs of the Corporation.

2.02. Number of Directors

The Board shall consist of a minimum of six (6) and a maximum of twelve (12) Directors.

2.03. Eligibility of Directors

Directors shall be Members of the Corporation in good standing. A Director who has served for four (4) consecutive terms on the Board is not eligible for re-election, unless a period of one (1) full year has passed from the date of that Director's formal departure from the Board.

2.04. Nomination, Election and Term

The Directors shall be nominated by the Board and elected by the Members at the annual meeting. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

2.05. Vacancies

The office of a Director shall be vacated immediately if:

1. the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. the Director dies or becomes bankrupt;
3. the Director is found to be incapable of managing property by a court or under Ontario
4. in the event that a Board member is absent for 3 successive Board meetings, the Board may elect to end their term with 30 days notice, or
5. at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.06. Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors, provided that the total number of Directors so appointed may not exceed one-third of the number elected at the previous annual meeting of the members;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.
- e. Any Director appointed mid-term under this provision shall be deemed not to have served a one (1) year term as of the next annual meeting for the purposes of eligibility.

2.07 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and

2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.08 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity unless in compliance with Ontario Regulation 4.01 under the *Charities Accounting Act*. However, Directors may be reimbursed for reasonable expenses that they incur in the performance of their Director's duties, provided that the amount of any such reimbursement is: (i) approved by the Board and (ii) in compliance with the conflict of interest provisions of the *Act*.

SECTION 3 – BOARD MEETINGS

3.01. Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any (2) two Directors at any time and any place on notice as required by this by-law.

3.02. Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.02. Quorum

A majority of the number of Directors serving on the Board shall constitute a quorum at any meeting of the Board.

3.04. Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.05. Chair

The Chair shall preside at all Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.06. Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote. Votes concerning any person shall be by secret ballot.

3.07. Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

SECTION 4 – FINANCIAL

4.01. Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02. Financial Year

The financial year of the Corporation ends on **March 31st** in each year or on such other date as the Board may from time to time by resolution determine.

SECTION 5 - OFFICERS

5.01. Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be President, Vice-President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. Except for the office of President, a person may currently hold two (2) or more offices. For example, the office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The role of Chair and the office of the President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02. Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03. Duties

Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties.

5.04. Duties of the Chair

The Chair shall perform the duties described in sections 3.05 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05. Duties of the President

The President shall be responsible for implementing the strategic plans and policies of the Corporation and shall, subject to the authority of the board, have general super vision of the affairs of the Corporation. The President shall perform and such other duties as may be required by law or as the Board may determine from time to time.

5.06. Duties of the Vice-President

The Vice-President shall support the office of President and perform such other duties as may be required by law or as the Board may determine from time to time.

5.07. Duties of the 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 designated by the Board from time to time. The treasurer 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 Chair and directors at the regular meeting 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. The treasurer shall perform such other duties as may be required by law or as the Board may determine from time to time.

5.08. Duties of the Secretary

The secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board, shall enter or cause to be entered in the Corporation's minute book minutes of all proceedings at such meetings and shall give, or cause to be given, as and when instructed, notices to Members, directors, the public accountant and Members of committees. The secretary, or such other officer or employee as designated by the secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the

corporation. The secretary shall perform such other duties as may be required by law or as the Board may determine from time to time.

SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS

6.01. Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's Articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act

6.02 Indemnification

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

6.03 Advances

The Corporation shall advance moneys to an individual referred to in Section 6.02 for the costs, charges and expenses of a proceeding referred to in that section, provided that the individual

shall repay the moneys if he or she does not fulfill the conditions set out in section 6.02(a) and section 6.02(b).

6.04. Insurance

Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of the Directors and Officers of the Corporation, or an individual who acts or acted at the Corporation's request in such capacity, against any liability incurred by the individual in the performance of their duties as provided in these By-Laws or defined by the Board from time to time.

SECTION 7 – CONFLICT OF INTEREST

7.01. Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

7.02. Charitable Corporations

No Director shall, directly or through an associate or any connected person, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

SECTION 8 – MEMBERS

8.01. Members

Membership in the Corporation shall consist of individuals and families interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation after completing an application for membership and paying the annual fee as established by the Board from time to time. In the case of a family membership, each such membership may be comprised of a maximum of two (2) adults and their children but shall be limited to one (1) vote.

Notwithstanding the above, the Board shall have the discretion to develop policies and procedures in respect to membership in the Corporation, from time to time, allowing for the following:

1. Setting the annual fee for membership, whether individual or family.
2. Setting the terms and conditions for the application into the membership, both individual and family.

3. Granting complimentary or honorary memberships on given terms and conditions that comply with the Act.
4. Granting non-voting affiliate status (i.e. non-member status) to local businesses and donors who participate in furthering the objectives of the Corporation.

8.02. Membership

A membership in the Corporation is not transferable and automatically terminates if the Member dies or resigns or such membership is otherwise terminated in accordance with the Act or this By-law.

8.03. Disciplinary Act or Termination of Membership for Cause

1. Upon twenty (20) calendar days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for (a) violating any provision of the Articles, by-laws, Code of Conduct or written policies of the Corporation, as may be amended and published from time to time, (b) engaging in 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 ,.
2. In the event that the Board determines that a Member should be removed from membership, the Chair or such other officer as may be designated by the Board shall provide twenty (20) days written notice of the proposed removal of the Member from membership to the Member and shall provide written reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 20-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership and shall notify the Member concerning such final decision within a further 20 days from the date of receipt of the submission. The Board's decision shall be final and finding on the Member, without any further right of appeal.

SECTION 9 – MEMBERS' MEETINGS

9.01. Annual Meeting

There shall be an annual meeting of the members. The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles, not less than twenty-one (21) days or other number of days prescribed by regulation before the annual meeting.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02. Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth (1/10) of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

9.03. Notice

Subject to the Act, not less than twenty-one (21) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.04. Quorum

A quorum for the transaction of business at a Members' meeting is ten percent (10%) of the Members entitled to vote at the meeting. A quorum does not need to be present throughout the meeting in order for the Members to proceed with the business of the meeting.

9.05. Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06. Voting of Members

Business arising at any Members’ meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. Subject to Section 8.01, each Member, whether an individual member or family member, shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote; Members may vote whether attending in person or virtually; proxy votes submitted to the President in writing or by email ahead of the meeting of Members will be counted with the votes of those present at the meeting;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07. Adjournments

The Chair may, with the majority consent of any Members’ meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08. Persons Entitled to be Present

The only persons entitled to attend a Members’ meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

SECTION 10 - NOTICES

10.01. Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02. Computation of Time

Where a given number of days’ notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03. Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members’ meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 11 – ADOPTION AND AMENDMENT OF BY-LAWS

11.01. Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

11.02. Replacement of Previous By-Laws

By-Law 2024-1 repeals and replaces the Corporation’s previous By-Laws, including By-Law 2023-1, 2011-1 and 2020-1, as amended.