

OAK PARK NEIGHBOURHOOD CENTRE BY-LAW NUMBER 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) “Board” means the board of directors of the Corporation;
- c) “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d) “Chair” means the chair of the Board;
- e) “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;
- f) “Director” means an individual occupying the position of director of the Corporation by whatever name they are called;
- g) “Member” means a member of the Corporation;
- h) “Members” means the collective membership of the Corporation; and
- i) “Officer” means an Officer of the Corporation.

1.02 Head Office

Until changed in accordance with the Act, the Head Office of the corporation shall be located at 2200 Sawgrass Drive, in the Town of Oakville, in the Province of Ontario.

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 Documents

Deeds, transfers, assignments, contracts, obligations, documents, or any instruments in writing requiring the signature of the corporation, that are in keeping with the objects of the organization shall be signed by any two officers or an officer and the Executive Director and all contracts, documents and instruments in writing so signed shall be binding upon the corporation. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents, and instruments in writing. 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 Election and Term

The Directors shall be elected by the Members at each annual general meeting of the membership to supervise the management of the activities and affairs of the Corporation. Board members shall serve for a term of two (2) years from the date of election.

The terms of Directors shall be staggered annually with no more than one half of the Board being elected at each annual meeting. If Directors are not elected at a meeting of the members, the incumbent directors continue in office until their successors are elected. An individual who is elected or appointed to hold office as a Director must consent in writing through our "Board Code of Conduct" form before being deemed a Director.

Every Director in exercising their duties to the Corporation shall, act honestly and in good faith with a view to the best interests of the corporation; and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director shall comply with the corporation's articles and by-laws.

Directors must be individuals, 18+years of age, with power under the law to contract. A board member cannot have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property, been found to be incapable by any court, or be bankrupt.

2.02 Vacancies

The office of a director shall be vacated immediately:

- a) If the Director has resigned their office by written notice to the Secretary of the Corporation; The resignation becomes effective at the time the resignation is received by the Corporation or at the time specified in the notice, whichever is later;
- b) If the Director dies or becomes bankrupt;
- c) If the Director is found to be incapable by a court or incapable of managing property under Ontario Law; or
- d) If at a meeting of Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office;
- e) If a director has missed three consecutive board meetings without reasonable cause;

The Director resigning will provide a statement which includes the reason for resigning or in the situation of a members meeting called for the purpose of removing them, a statement opposing the removal as a Director which is provided immediately to all Members. If all the Directors have resigned or have been removed without replacement, the Executive Director is deemed to be a director.

2.03 Filling Vacancies

A vacancy of the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the unexpired term of the director's predecessor:

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board, by majority vote of the Directors, may fill the vacancy with a member of the corporation.

A vacancy can be filled by ordinary resolution at a meeting of the Members where the vacancy was created by the removal of a director at that meeting. If there is not a quorum of Directors or there has been a failure to elect a minimum number of Directors set out in the articles, the Directors in office will call a special meeting of Members to fill the vacancy and if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member

2.04 Committees

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing committee Director, who will hold their office at the will of the Board. The Directors shall determine the duties of such committees. The Board cannot delegate any of its responsibilities to a Committee that contains a member who is not a Director or Officer. Each committee shall consist of at least one member of the Board. The committees shall make recommendations to the Board.
- b) The Board may establish committees that it deems necessary for the execution of the Board's responsibilities. The Board may dissolve any committee by resolution at any time.
- c) There shall be a governance committee comprised of the Chairperson, the Vice Chairperson the Secretary and the Treasurer. The governance committee shall exercise such powers as are authorized by the Board.
- d) Meetings of the governance committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. The Majority of committee members shall constitute a quorum.

2.04 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying their position of Director or from providing services to the Corporation in another capacity, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including "Ontario Reg. 4/01" made under the "Charities Accounting Act" However, Directors may be reimbursed for reasonable expenses that they incur in the performance of their duties if they are approved by the Board for payment by resolution passed before such payment is made; and are 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 of the Board and/or the Secretary of the Board or any two Directors and held at any time and place to be determined by the Directors.

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.

3.03 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 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.

If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. There shall be at least six (6) meetings per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meetings of the Board shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

3.04 Chair

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

3.05 Voting

Each director is authorized to exercise one (1) vote. Questions arising at and Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

3.06 Board Quorum

A majority of Directors in office, from time to time, but no less than 50% of the directors, shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the by-laws of the corporation.

3.07 Participating by Telephone or Other Communications Facilities

A meeting of the Board may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means that enables all persons entitled to attend the meeting to reasonably participate. A person in attendance through telephone or electronic means is deemed to be present at the meeting. If a meeting will have telephone or electronic attendance options, then the notice of meeting must include instructions for attending and participating, including voting instructions.

Section 4- Financial

4.01 Banking

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

4.02 Financial Year

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

4.03 Audit

The members shall, by ordinary resolution, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation for the auditor or treasurer to report to the members at the next annual meeting in accordance with generally accepted auditing standards. The auditor shall hold office until the next annual meeting provided that the directors may fill any

casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

An auditor of a corporation must be permitted to conduct an audit under the Public Accounting Act, 2004 and be independent of the corporation, any of its affiliates, and the directors and officers of the corporation and its affiliates.

If a meeting is called to replace the auditor, the corporation shall make a statement respecting the reasons for the replacement.

A corporation may have an audit committee comprising of one or more directors and the majority of the committee must not be officers or employees of the corporation.

A corporation shall not issue, publish or circulate copies of the annual financial statements unless they are approved and signed by the Directors and accompanied by the audit report. The Directors of a corporation shall place before the members at every annual meeting, the financial statements approved by the directors, the report of the auditor and any further information respecting the financial position of the corporation and results of its operations.

Section 5- Records

5.01 Records

The Directors shall ensure that all necessary records of the Corporation are regularly and properly kept at the Corporation head office. The records must be open to inspection during the Corporation's regular office hours. No fee is to be charged for providing copies of the records.

- a) the corporation's articles and by-laws, and amendments to them;
- b) the minutes and resolutions of meetings of the Members;
- c) the minutes and resolutions of meetings and of the Directors and of any Committee;
- d) a register of Directors; Officers and Members
- e) accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis. All Corporation financial records must be kept for six years from the end of the tax year to which they apply.
- f) A register of land ownership identifying the property and the date of acquisition and disposal, including deeds, transfers, address, legal description, and assessment roll number.
- g) the consents to act as a Director, on the "Code of Conduct" from each individual who is a Director of the Corporation.

Section 6- Officers

6.01 Officers

The Board shall appoint from among the Directors of the Board the Officers of the Corporation at the first meeting of the Board following each annual meeting.

The officers of the corporation shall be: Chairperson, Vice-Chairperson, Treasurer, Secretary.

6.02 Office Held at Board's Discretion

Officers shall be subject to removal by resolution of the Board at any time. Unless so removed, the Officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead, the Officer resigns or dies.

6.03 Duties of Officers

Officers shall be responsible for the duties assigned to them. The Officers shall maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct.

6.04 Duties of the Chair

The Chairperson provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chairperson ensures Board discussions relate to the Board's mandate. The Chairperson co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among the Directors and between the Board and senior management of the Corporation. They shall preside at all meetings of the corporation and of the Board. They shall see that all orders and resolutions of the Board are carried into effect.

6.05 Duties of the Vice-Chair

The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon by the Board.

6.06 Duties of the Treasurer

The treasurer works collaboratively with the chairperson and senior management to support the Board in achieving its fiduciary responsibilities.

The treasurer shall oversee the custody of the funds and securities of the Corporation and shall ensure full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation. They shall ensure deposits are made for all monies, securities and other valuable effects in the name and to the credit of the Corporation in such financial institutions or securities dealers as designated by the Board. The treasurer shall ensure proper disbursement of the funds with supporting documents in place and shall present quarterly reports of actuals versus the board set budget. The treasurer shall also perform such other duties as may from time to time be directed by the Board. The Treasurer will present the Board approved audited statements at the Annual General Meeting.

6.07 Duties of the Secretary

The Secretary may be empowered by resolution of the Board, to carry out the affairs of the Corporation under the supervision of the Officers and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. They shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as assigned by the Board or Chair.

Section 7 -Protection of Directors and Others

7.01 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 may happen in the execution of the duties of their respective office or trust provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

The Corporation will purchase and maintain insurance for the benefit of Directors and Officers of the Corporation, against any liability incurred by them in their capacity as a Director or Officer of the Corporation, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Corporation

Section 8 – Conflict of Interest

8.01 Conflict of Interest

A Director who is party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

8.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation. A Director must disclose any conflict of interest to the board and not participate in discussion or vote on that issue.

Section 9 – Members

9.01 Members

Membership in the Corporation shall be open to persons who have an interest in furthering the purposes of the corporation and are active in the Corporation. Members may be admitted by resolution of the Board. The following conditions of Membership shall apply:

- a) Membership shall be subject to an annual membership fee, as established by resolution of the Board and the submission of a membership application.
- b) The Executive Director, or their designate, of the Corporation can consent to the waiver of the payment of membership fees, at their sole discretion, in the event of financial hardship for a member.

9.02 Membership

The term of Membership shall be for one year, subject to renewal in accordance with the policies of the Corporation. Any member may withdraw from the corporation by delivering to the corporation a written or verbal resignation and lodging a copy of the same with the secretary of the corporation. Membership in the Corporation is not transferable and automatically terminates if the Member resigns, is terminated or they are no longer active in the Corporation.

9.03 Disciplinary Act or Termination of Membership for Cause

Upon 15 days' written notice to a Member, the board may pass a resolution authorizing disciplinary action or the termination of membership for violating the Articles or By-laws.

The notice will set out the reasons for the action. The Member is entitled to provide a written submission to the Board, opposing the action not less than 5 days before the end of the 15-day

period. The Board shall consider the submission before making a final decision regarding the Member.

Section 10 – Members Meetings

10.01 Annual Meeting

The annual general meeting of the Members shall be called by the Directors and held within 60 days following the completion of the annual financial audit, in Oakville. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or articles.

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.

10.02 Special meetings

The Directors may call at any time, a special meeting of the members of the corporation. The Board shall call a special meeting on written requisition of the Members who hold at least 10% of the voting rights that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise. The written request must state the business to be transacted.

10.03 Notice

Not less than 10 and not more than Twenty-One (21) days' written notice shall be given to each voting member, Director and auditor of any annual or special Members meeting. The 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 decisions to be taken and state the text of any special resolution to be submitted to the meeting. Notice of each meeting of members must include the time and place of the meeting within Oakville and remind the member if they have the right to vote by proxy.

10.04 Quorum

A quorum for the transaction of business at a Members' meeting will be 10 members, whether present in person or by proxy. If a quorum is present at the opening of a meeting, business of the meeting can proceed, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting, the members present may adjourn the meeting to a future fixed time and place.

10.05 Chair of the Meeting

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

10.06 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) each 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;
- 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.
- g) A Member may, by means of a signed written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. The proxy must be received by the corporation at least 24 hours in advance of the meeting. A proxy holder must be a Member of the corporation and any one Member may only act as a proxy for one other Member.

10.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- a) The time of the continued meeting.
- b) If applicable, the place of the continued meeting.
- c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

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.

10.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, Directors, Officers and Auditor of the Corporation and others who are entitled or required under any provision of the Act

or the Articles to be present at the meeting. Only members who have a valid membership (new or renewed), in accordance with this By-law, at least thirty (30) days prior to such meeting, may vote on any business arising at the meeting including voting on the election of members to the Board of Director. Any other person may be admitted only with the consent of the Members present at the meeting.

Section 11- Notices

11.01 Service of Notice

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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

11.02 Error or Omission in Giving Notice

No error or accidental omission in giving any notice to any Member, Director, Officer, Board committee member or Auditor of the Corporation, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 12- Liquidation and Dissolution

12.01 Liquidation and Dissolution

The members of a corporation may, by special resolution at a meeting of the members, require the corporation to be wound up. At the meeting of the members, the members shall appoint one or more persons, who may be directors, officers or employees of the corporation, as liquidators of the estate and effects of the corporation for the purpose of winding up its activities and affairs and distributing its property to Halton Region Registered Charities with similar purposes to its own.

Section 13- Adoption and Amendment of Bylaws

13.01 Amendments to By-laws

The by-laws of the corporation not embodied in the Articles of Incorporation may be repealed or amended by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of a majority of the Members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the affirmative vote of the members. An amendment or repeal is effective from the date of resolution of the Directors. The amendment or repeal ceases to have an effect if it is not submitted by the Directors to the members or if the members do not confirm the amendment or repeal. A member entitled to vote at an annual meeting of the members may also make a proposal to make, amend or repeal a by-law.

13.02 Enactment

This by-law was adopted at the founding meeting of Members of the Corporation held in the Town of Oakville, Province of Ontario on August 23, 2002, and subsequently amended at General Meetings of the Membership held September 27, 2005, November 3, 2010, November 5, 2012, December 9, 2015, March 22, 2017, January 31, 2018, February 24, 2021 and July 3, 2024 and as such is in full force and effect until further amended or repealed.