

EAST END CHILDREN'S CENTRE BY-LAWS

BY-LAW No. 1

A by-law relating to the transaction of the affairs of the East End Child/Parent Development Centre.

BE IT ENACTED as a by-law of The East End Child/Parent Development Centre (hereinafter called the "Corporation") as follows:

Part I: Formalities

1. NAME

The name of this Corporation shall be The East End Child/Parent Development Centre.

2. HEAD OFFICE

The head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Borough of East York in the Province of Ontario, and at such place or places therein as the directors may from time to time determine.

3. SEAL

The seal stamped below is the Corporation's corporate seal.

Part II: Membership

4. The members of the Corporation shall consist of:

- a) all individuals eighteen years old of age or more who register a child or children six years of age or under for the service of the Corporation; and
- b) all individuals eighteen years of age or over who are employed either with or without remuneration by the Corporation;
- c) all individuals eighteen years of age or over who act as volunteers to the Corporation, and as are admitted to membership from time to time by resolution of the Board of Directors

5. Suspension or termination of membership

- a) Individuals who fail to use the facilities of the Corporation for twelve consecutive months or more will no longer be considered members;

- b) membership may be suspended or terminated by a special resolution of the Board, requiring 2/3 majority of votes by the members present at a general meeting where it appears to be in the best interests of the Corporation

6. Rights of Members

- a) All members may attend the annual and any special meeting of the membership;
- b) All members entitled to vote shall receive notice of such meeting;
- c) Every member shall be entitled to one vote with the exception of staff members of the Corporation;
- d) All members may attend regular meetings of the Board of Directors and participate in discussion but have no vote.

7. Liability of Members

Members are not to be held liable or otherwise responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

Part III: Annual and General Meetings

8. Place of Meeting

Annual and general meetings may be held at the Corporation's head office or any other place within Toronto that the directors decide.

9. Time of Annual Meeting

- a) The Corporation shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting.
- b) The Board of Directors shall decide the exact time, date and place of the annual meeting.

10. Calling General Meeting and Business Meeting

- a) At every annual meeting in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditor shall be presented, the Board of Directors elected and the auditor

appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members, with exception of item 20 herein.

- b) The Board of Directors or the Chair of the Board may call a general meeting at any time.
- c) Members may request a general meeting by presenting the Board with a petition that states the general business to be considered at the meeting. The petition must be signed by a minimum of twenty-five members in order for a general meeting to be called.

11. Quorum of General and Annual Meetings

Quorum at such meeting shall be no less than ten people.

12. Notice of Meetings

All members shall be notified electronically or via regular mail of the time and place of every annual or general meeting, at least 10 days before the meeting is to be held.

Part IV: The Board of Directors

13. Powers of the Board of Directors

- a) The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at an annual or general meeting of members.
- b) The Board of Directors may administer and run the Corporation's business in all respects and may enter into contracts on behalf of the Corporation and do any other acts authorized by its letter patent or this or any other by-law.
- c) Without in any way derogating from the foregoing, the Directors are expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

14. Number of Directors and Quorum

- a) The number of directors of the Corporation shall be no less than six (6) and no more than twelve (12) of whom at least 50% shall constitute a quorum for the transaction of business.
- b) Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board of Directors so long as a quorum of the Board of Directors remains in office.

15. Qualification of Director

- a) Each Director shall be 18 or more years of age, and, within ten (10) days after their election or appointment and throughout the remainder of their term of office, shall be a member of the Corporation;
- b) Directors must be drawn from categories permitted: staff person(s), professional advisor(s), volunteer(s) from the community at large, agency representative(s) and/or users of service;
- c) Staff person(s) shall be associate directors and shall have no vote.

16. Election and Term

- a) Directors shall be elected at the annual meeting to hold office for a two year term or until their successors have been duly elected, or appointed pursuant to Section 17. Directors who complete their term in office shall retire, but, if qualified, shall be eligible for re-election;
- b) The election may be by a resolution carried by a show of hands unless a poll is demanded. In such case election shall be by ballot.

17. Vacancies

- a) As long as there is a quorum of Directors in office, the Directors then in office may appoint from the qualified members of the Corporation persons to fill any or all of the vacancies for the remainder of the term. Any vacancies not so filled shall be filled at the next general or annual meeting;
- b) If there is no quorum of Directors in office, then the remaining Directors must call a general meeting as soon as possible to fill the vacancies by election. If there are no Directors left in office or the remaining Directors refuse to call such a general meeting, any member may call the general meeting.

18. Vacation of Office

The office of a Director of the Corporation shall be vacated:

- a) if they file for bankruptcy or make an authorized assignment or are declared insolvent;
- b) if they cease to be a member of the Corporation;
- c) if by notice in writing to the Secretary of the Corporation they resign from office.

19. Remuneration of Directors

The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.

20. Removal of Directors

The members of the Corporation may, by resolution passed by at least three-quarters (3/4) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution, remove a Director from the office at any point in their term. The members of the Corporation may, by 51% majority of the votes cast at the meeting, elect any person in their stead for the remainder of the term.

In the alternative, a Director shall be removed from office at any point in their term by a vote of a majority of the Board of Directors, at a regularly held meeting of the board

If a Director or officer of the Board of Directors has missed 4 consecutive meetings of the Board of Directors they may be deemed by the Board to have abandoned office. In this case a replacement Director or officer of the Board shall be sought.

21. Books and Reports

The Directors are responsible for making sure all the proper books and records required by law are kept.

22. Indemnities to Directors and others

Every Director or officer of the Corporation or other person who had undertaken any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall 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 them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office;
- b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof.

Except in such costs, charges or expenses as are occasioned by their own willful neglect, illegal conduct or default.

23. Meetings of the Board of Directors

- a) The board shall transact the business of the Corporation only at meetings where a quorum of Directors is present.
- b) Meetings of the Board may be held regularly either at the head office of the Corporation or at such other place or places as it may determine.
- c) A meeting of the Directors may be called by the Chair of the Board or by any two Directors at any time.
- d) The Board shall meet regularly at a time and place that the Board decides.
- e) No notice need be given to the membership for such regular meetings.
- g) Questions arising at any meeting of Directors shall be decided by a majority of votes. In cases of an equality of votes, the Chair of the Board, shall cast the deciding vote.
- h) Voting shall be by show of hands, or, if a Director asks for a ballot, by ballot.

24. First meeting after an annual meeting of the Board

- a) For the first meeting of the Board of Directors to be held immediately following the election of Directors at an annual meeting of the members or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary in order for the meeting to be duly constituted, provided that a quorum of Directors is present.

Part V: Officers

25. Officers

The officers of the Corporation shall be a Chairperson, a Secretary, a Treasurer (or Secretary-Treasurer) and such other officers that the Board may from time to time appoint, and each of such officers shall be selected from the members of the Board of Directors and duly appointed by the affirmative vote of the majority of the Directors present at any meeting of the Board at which a quorum is present.

26. Election and Term

The officers of the Corporation shall be elected at the first meeting of the Directors following the annual general meeting. All officers shall hold office until their successors are elected and duly appointed. At any meeting of the Board of Directors called for this purpose and at which a quorum is present any officer elected or appointed may be removed from office by the affirmative vote of the majority of the Directors present.

27. Remuneration

- a) The elected or appointed officers shall not receive directly or indirectly any salary or other compensation from the Corporation.
- b) Employees of the Corporation shall receive such compensation as may from time to time be determined by the Board of Directors.
- c) All officers or other persons who may be authorized by the Board of Directors to receive or disburse funds of the Corporation may be required to furnish bonds for the faithful discharge of their duties in such sums and with such surety and on such conditions as the Board of Directors shall from time to time determine or authorize. The expense of such bonds shall be borne by the Corporation.

The Board of Directors may appoint honorary officers as it may from time to time determine. The said officers need not be members of the Board of Directors or members of the Corporation.

28. Delegation of Duties of Officers

In the case of the absence or inability to act of the Chair of the Board or any other officer of the Corporation, or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

29. Chair of the Board

The Chair of the Board shall be the chief executive officer of the Corporation and shall preside and act as Chair at the annual and special meetings of the members. The Chair shall sign such contracts, documents or instruments in writing as require their signature, and shall have such other powers or duties as may from time to time be assigned to them by the Board of Directors or as are incident to their office.

Without limiting the generality of the foregoing, the Chair in consultation with staff of the Corporation, shall guide the Board with respect to the policy and management of the Corporation. The Chair shall ensure that the programs decided upon by the Board of Directors are implemented by the officers and by the standing and special committees. The Chair has the discretionary authority to make committee appointments except as otherwise provided by the by-laws. The Chair shall be an ex-Officio member of all committees.

30. Duties of the Secretary

The Secretary shall attend the meetings of the Corporation and the meetings of the Directors and shall record upon the book of the records of the Corporation the proceedings of the Corporation and of the Board of Directors at their respective meetings if so requested by the Chair. If so requested by the Chair, the Secretary shall notify the members of the Corporation and the Board of Directors of their respective meetings in accordance with the By-Laws of the Corporation and shall perform such other duties as the Directors shall from time to time request.

31. Duties of the Treasurer

The treasurer shall be kept fully informed of and shall have access to review accurate accounts of all the receipts and disbursements of the Corporation, as well as proper books of account. The Treasurer has the authority to deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such bank, banks, or trust companies as may from time to time be designated by the Corporation under the direction of the Board of Directors at the regular meetings thereof or whenever required of them. The Treasurer, with the approval of the Board of Directors may authorize other officers or employees to carry out all or any of the financial transactions and/or aforementioned duties in a manner set out by the Board of Directors. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

32. Duties of other officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors require of them.

33. Vacancies

If the office of one or more of the Chair of the Board, the Secretary, or the Treasurer become vacant by virtue of death, resignation, disqualification, or otherwise, the Directors may elect or appoint an officer to fill such vacancy.

34. Execution of Documents

Contracts, deeds and engagements on behalf of the Corporation requiring the corporate seal shall be signed by the Chair or the Secretary or the Treasurer or any other officer or person thereunto appointed by resolution of the Board of Directors and any of the officers aforesaid may affix the seal of the Corporation to any such instruments.

Part VI: Committees

35. The Chair may, with the approval and consent of the Board of Directors, appoint standing committees consisting of as many members as they deem necessary. The Chair of each standing committee shall be a member of the Board of Directors.

These standing committees may be:

- Fundraising Committee
- Program Review Committee
- Community Liaison Committee
- Program and Special Events
- Volunteers and Advisors
- Governance
- Finance

Or any other such committee as deemed necessary by a majority of the Board of Directors at any meeting at which there is quorum.

Part VII: Fiscal Affairs and Audits

36. The Fiscal year of the Corporation shall run from the first day of April to the 31st day of March or on such other dates as the Directors may from time to time by resolution determine.

At the close of each fiscal year of the Corporation, the preceding fiscal year shall be audited by Chartered Accountants appointed as auditors of the Corporation by the members and the report of the auditors shall be made to the Board of Directors and to the annual meeting of members. The auditors shall have access to all books of the Corporation and shall be supplied with a list of all books kept by the Corporation and with a copy of the balance sheet and abstract of the affairs thereon as according to current accounting practice and it shall be their duty to examine these and report thereon to the

Directors as soon after the close of the fiscal year as possible together with such suggestions and recommendations as they may think fit, their remuneration to be approved by the Board of Directors.

Part VIII: Transactions

37. Contracts

- a) The officers of the Corporation and any people so authorized by the Board of Directors may enter into contracts on behalf of the Corporation
- b) Contracts required by law to be under seal, such as long term leases and real estate transaction, may be made on behalf of the Corporation under the Corporation's seal.
- c) Contracts in writing and not required to be under seal, may be signed by any person authorized to enter into contracts on behalf of the Corporation. The person or persons so signing should sign their names and write beside it "on behalf of the Corporation."
- d) Verbal contract not required by law to be under seal or in writing may be entered into by any person authorized to enter into contracts on behalf of the Corporation. The person or persons so doing should make it clear that they are contracting on behalf of the Corporation.

38. Cheques and Bank Accounts

The Board of Directors may appoint any officers of the Corporation to be signing officers for any of the bank accounts maintained by the Corporation. The signing officers unless otherwise appointed shall be: the Chair, Treasurer, Secretary and Executive Director.

39. Borrowing

- a) The Directors may from time to time:
 1. Borrow money on the credit of the Corporation
 2. Issue, sell or pledge securities of the Corporation
 3. 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 securities or any money borrowed or other debt, or any other obligation, liability of the Corporation, subject to the terms of the Letters Patent, and Supplementary Letters Patent of the Corporation.

- b) No such borrowing by-law is effective until it has been confirmed by a quorum of the Directors.
- c) The Directors may authorize any Director or Officer to make arrangements about the money borrowed or to be borrowed including the power to negotiate or vary terms and conditions of the loan including the method of payment or security.

Part IX: Amendment to By-Laws

40. The by-laws of the Corporation may be repealed, amended or rewritten by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote by at least two-thirds of the members present at an annual general meeting or at a meeting duly called for the purpose of considering the said by-law. In the event of a substantial rewriting of the by-laws (in excess of ten revisions to the by-laws) the changes to the original by-laws need not be itemized in an Amendment summary affixed to the by-laws. The previous set of by-laws must be referenced in an amendment affixed to the rewritten by-laws.

Part X: Membership Fees

41. If permitted by the City of Toronto and the Province of Ontario, members may be charged a fee if so determined by a vote of the majority of the entire Board of Directors.

Part XI: Technicalities

42. Errors and Omissions

- a) No error or omission in giving notice of any meeting of directors or members shall invalidate the meeting or any proceedings at the meeting. However, any person who failed to attend a meeting because of such an error or omission may re-open any matter considered at that meeting at the next meeting of the members of the Board that the person attends.
- b) No error or omission in any proceedings of any meeting of directors, or members, shall invalidate the meeting or any of the other proceedings at the meeting. However any member or Director may re-open the proceedings affected at the next such meeting.

Part XII: Interpretation

43. Whenever reference is made in any by-law or in any resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or reenactment of such statute or section thereof, as the case may be.

PASSED by the Board of Directors and sealed with the corporate seal this _____
day of _____, 2016.

Chair of the Board

Secretary of the Board