

# BY-LAW NUMBER 1

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A BY-LAW  
DESCRIBING HOW THE  
ST. LAWRENCE NEIGHBOURHOOD ASSOCIATION  
CONDUCTS ITS AFFAIRS

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November 11, 2009

BY-LAW NUMBER 1 IS HEREBY ENACTED as a by-law of the Association as follows:

1. **INTERPRETATION**

1.1. DEFINITIONS

In the By-laws of the Association, unless the context otherwise requires:

- 1.1.1. "SLNA" means the St. Lawrence Neighbourhood Association;
- 1.1.2. "St. Lawrence Neighbourhood" means that area in the City of Toronto bounded by Yonge Street, Queen Street, Parliament Street and the railway tracks;
- 1.1.3. "Housing group" means any multi-unit residential building, such as a Co-op, Toronto Community Housing or Condominium. In addition, a housing group also means a collection of single family residences or town houses that has chosen to form a Housing group. A Housing group may apply for membership in the SLNA
- 1.1.4. "Member" means an adult resident in a Housing group that has a membership in the SLNA. All such residents are members of the SLNA;
- 1.1.5. "Delegate" means a voting member of the SLNA who represents the members of a housing group.
- 1.1.6. "Act" means the Corporations Act R.S.O. 1990, as from time to time amended, or any statute that may be substituted therefor;
- 1.1.7. "Articles" mean the following as are from time to time in effect of the Association, namely the articles of incorporation, articles of amalgamation or articles of continuance, as from time to time amended or restated;
- 1.1.8. "Board" means the board of directors of the SLNA;
- 1.1.9. "By-law" means this by-law as amended from time to time;
- 1.1.10. "Association" means the St. Lawrence Neighbourhood Association;
- 1.1.11. "Directors" means those persons who have been duly elected or appointed from time to time to act as directors of the Association.

1.2. INTERPRETATION

- 1.2.1. The headings used throughout this By-law are inserted for convenience of reference only and are not to be used as an aid in the interpretation thereof.
- 1.2.2. To the extent of any conflict between the provisions of this By-law and the provisions of the Act or the Articles, the provisions of the Act and Articles shall govern.
- 1.2.3. The invalidity of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of the By-law.

2. **BUSINESS OF THE ASSOCIATION**

2.1. OBJECTIVES:

- 2.1.1. To enhance the quality of life in the St. Lawrence Neighbourhood.
- 2.1.2. To encourage change and development beneficial to all residents and businesses in the St. Lawrence Neighbourhood.
- 2.1.3. To represent the St. Lawrence Neighbourhood members in negotiations and communications with neighbouring associations, groups, individuals, the media and the general public.

- 2.1.4. To represent the St. Lawrence Neighbourhood at all levels of government, creating a base with which to influence political actions affecting the St. Lawrence Neighbourhood.
  - 2.1.5. To encourage a sense of community within the St. Lawrence Neighbourhood.
  - 2.1.6. To act as an interface and facilitate communications for all groups within the St. Lawrence Neighbourhood.
  - 2.1.7. To undertake projects requiring - or benefiting from - community support to serve overall community purposes.
- 2.2. FINANCIAL YEAR  
The financial year of the Association shall terminate December 31 or on such date as may be determined from time to time by resolution of the directors.
- 2.3. EXECUTION OF INSTRUMENTS  
Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Board may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association.
- 2.4. BANKING ARRANGEMENTS  
Subject such policies as the Board may from time to time and at any time establish, all cheques must be signed by two signing officers, at least one of whom shall be a Director.

### 3. MEMBERSHIP

#### 3.1. MEMBERSHIP CLASSES

##### 3.1.1. **Full Member Housing Groups (Voting)**

###### 3.1.1.1. Eligibility:

Full Membership in the SLNA is open to any housing group in the St. Lawrence Neighbourhood.

###### 3.1.1.2. Delegates:

Full Member housing groups having membership of fifty (50) housing units or less shall be entitled to be represented on the SLNA by one delegate; membership of fifty-one to one hundred (51-100) housing units shall be entitled to two (2) delegates; membership of one hundred and one (101) or more housing units shall be entitled to three (3) delegates. Delegates are to be residents of the St. Lawrence Neighbourhood.

###### 3.1.1.3. Dues:

Membership dues to the SLNA of Full (Voting)Members shall be assessed on the basis of the number of housing units in each member housing group. The per-unit membership rate for the coming fiscal year and the deadline for payment of membership dues shall be determined at each November meeting of the SLNA delegates. Failure to meet the

prescribed deadline for payment of membership dues shall result in the suspension of membership rights.

### 3.1.2. **Associate Members (Non-voting)**

#### 3.1.2.1. Eligibility:

Associate Membership in the SLNA is open to any agency, association, organization or business based in or active in the St. Lawrence Neighbourhood. Admission of an Associate Member into the SLNA is at the discretion of the SLNA Board. In exercising its discretion, the Board shall consider all relevant factors, which may include, but are not limited to:

- the mandate or mission of the group being consistent with or not contradictory to the mandate and mission of the SLNA;
- the nature of the service provided.

#### 3.1.2.2. Delegates:

Associate Members shall be entitled to be represented on the SLNA by one (1) non-voting delegate.

#### 3.1.2.3. Dues:

The Membership dues for Associate Members for the coming fiscal year shall be determined at each November meeting of the SLNA delegates. Failure to meet the prescribed deadline for payment of membership dues shall result in the suspension of membership rights.

## 3.2. MEMBER MEETINGS

### 3.2.1. **Types of member meetings**

#### 3.2.1.1. All member meetings are open to residents in the St. Lawrence Neighbourhood

##### 3.2.1.1.1. Annual General Meeting

The Annual General Meeting of delegates shall be held at such time in each year as the directors may from time to time determine for the purpose of:

- 3.2.1.1.1.1. considering the financial statements and reports required by the Act to be placed before the annual meeting
- 3.2.1.1.1.2. electing directors
- 3.2.1.1.1.3. appointment of auditors, and
- 3.2.1.1.1.4. for the transaction of such other business as may properly be brought before the meeting.

##### 3.2.1.1.2. Monthly Delegates Meetings

The directors shall call regular monthly meetings of delegates. These meetings normally take place on the last Wednesday of the month. The directors may cancel any two monthly meetings in a calendar year.

##### 3.2.1.1.3. Special Meetings

The directors may call a special meeting of delegates.

3.2.2. **Place of meetings**

The meetings of delegates may be at any location within the St. Lawrence Neighbourhood.

3.2.3. **Notice of meetings**

Notice of a meeting shall be given to delegates at least one week in advance of the meeting.

3.2.4. **Chair, Secretary and Scrutineers**

The Chair of any meeting of delegates shall be the first mentioned of such of the following persons as is present at the meeting and is a director: President, Vice-President or Treasurer. If the Secretary of the Association is absent, the Chair shall appoint some person, who need not be a delegate, to act as secretary of the meeting. One or more scrutineers, who need not be delegates, may be appointed by ordinary resolution of the delegates or by the Chair with the consent of the meeting.

3.2.5. **Quorum**

Quorum for voting at meeting of delegates shall be determined by the newly elected Board following the AGM, but in no case shall it be less than nine (9) voting delegates.

3.2.6. **Proxies**

Voting by proxy is permitted. Delegates must notify the Board of the proxy on their behalf, in writing prior to a general meeting. Such appointment shall be announced at the commencement of that general meeting.

A proxy so announced is valid only at that meeting.

3.2.7. **Voting and Votes to Govern**

Every fully paid up Member delegate present at delegates meetings is entitled to one (1) vote per motion.

3.2.7.1. Motions shall be carried by a simple majority of votes cast at SLNA meetings unless otherwise provided by these by-laws.

3.2.7.2. The President may vote on every motion but has only one (1) vote.

3.2.7.3. In the case of a tie vote, the motion is defeated.

3.2.7.4. Show of Hands

Subject to the provisions of the Act, any question at a meeting of delegates shall be decided by a show of hands unless a ballot thereon is required or demanded as provided by paragraph 8.3.7. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceedings in respect of the said question. The results of the vote so taken shall be the decision of the delegates upon the said question, unless a ballot is demanded or required immediately after the show of hands.

3.2.7.5. Ballots

On any question proposed for consideration at a meeting of delegates, and whether or not a show of hands has been taken thereon, any delegate or proxy holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each delegate present shall be entitled to one vote and the results of the ballot so taken as reported on by the scrutineers (if they have been appointed) shall be the decision of the delegates upon the said question.

3.2.7.6. Adjournment

Any delegates meeting of the SLNA may be adjourned by majority of the voting delegates present, to a future time and place. Business may be transacted at such adjourned meeting as might have been transacted at the original meeting. Notice shall be required to be sent to all delegates notifying them of said adjournment and the new meeting time and place.

4.

**BOARD OF DIRECTORS**

4.1. DIRECTORS

The property and business of the Corporation shall be managed by a Board consisting of the number of Directors as is set out in the Corporation's letters patent, or such other number as is determined from time to time in accordance with the procedures set out in this By-law.

4.1.1. **Election and Term**

The election of directors shall take place at each Annual General Meeting of the delegates and all the directors then in office for three years shall retire. A director may serve for two consecutive three-year terms. The number of directors to be elected at any meeting shall be the number of directors retiring unless the directors otherwise determine. The election shall be by ordinary resolution. A director must be a delegate.

It is the intention of this by-law that eight directors would stand for election as follows: three in year one, three in year two, and two in year three.

Nominees must indicate either by their presence or in writing their intention to stand.

4.1.2. **Removal of Directors**

Subject to the provisions of the Act, the delegates may by ordinary resolution pass at a regular monthly meeting the removal of any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors as provided in paragraph 4.4

4.1.3. **Vacation of Office**

A director ceases to hold office when:

4.1.3.1. she/he dies;

4.1.3.2. she/he is removed from office by the delegates;

4.1.3.3. she/he ceases to be qualified for election as a director as provided in the Act

- 4.1.3.4. she/he is no longer a delegate;  
or
- 4.1.3.5. her/his written resignation is sent or delivered to the Association or, if a time is specified in such resignation, at the time so specified, whichever is later.

4.1.4. **Vacancies**

The Board may fill a vacancy among the directors, except a vacancy resulting from an increase in the number of directors. If there is not a quorum of directors, or if there has been a failure to elect the minimum number required by the Articles, the directors then in office shall forthwith call a special meeting of the delegates to fill the vacancy. If the directors fail to call such meeting or if there are no directors then in office, any delegate may call the meeting. A director appointed to fill a vacancy will stand until the next Annual General Meeting, at which time, the director may stand to fill the remainder of the term created by the vacancy.

4.1.5. **Actions by the Directors**

The directors shall manage the business and affairs of the Association. The powers of the directors may be exercised by resolution passed at a meeting at which a quorum is present or by a resolution in writing signed by all directors entitled to vote on that resolution as a meeting of directors, and such resolution shall be effective from and relate back to the date stated thereon.

4.2. **DIRECTORS MEETINGS**

4.2.1. **Calling of Meetings**

Meetings of the directors shall be held from time to time and at such place as the President or any two directors may determine.

4.2.2. **Place of Meetings**

Meetings of the directors or of any committee of directors may be held at any place in Toronto.

4.2.3. **Notice of Meeting and Waiver of Notice**

Notice of the time and place of each meeting of the directors shall be given in the manner provided in paragraph 8.1 to each director not less than forty-eight hours before the time when the meeting is to be held. A notice of a meeting of directors shall specify such matters to be dealt with at the meeting as are required by the Act to be specified therein but need not specify the purpose of or the business to be transacted at the meeting. A director may in any manner and at any time waive notice of or otherwise consent to a meeting of the directors.

4.2.4. **Meeting by Telephone**

A director may participate in a meeting of the directors or a committee of the directors by means of such telephone or other such communications facilities as permit all persons participating in the meeting to hear each other or be aware of and participate in all discussion, and a director participating in such meeting by such means is deemed to be present at the meeting.

4.2.5. **Quorum**

The quorum for the transaction of business at any meeting of directors shall be a majority of the number of directors then holding office.

4.2.6. **First Meeting of New Directors**

Provided a quorum of directors is present, the newly elected directors may without notice hold their first meeting immediately following the meeting of delegates at which such directors are elected.

4.2.7. **Notice of Adjourned Meeting**

Notice of an adjourned meeting of directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.2.8. **Chair**

The Chair of any meeting of the directors shall be the first mentioned of such of the following persons as has been appointed and who is a director and is present at the meeting: President, Secretary, Treasurer. If no such person is present, or if such persons decline to act, the directors present shall choose one of the their number to be Chair.

4.2.9. **Votes to Govern**

At all meetings of the directors every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes the Chair of the meeting shall not be entitled to a second or casting vote in addition to his ordinary vote.

4.2.10. **Conflict of Interest**

A director who is a party to, or who is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Association shall disclose the nature and extent of his interest at the time and in the manner provided by the Act. A director interested in a contract so referred to the Board shall not vote on any resolution to approve it except as permitted by the Act.

4.2.11. **Remuneration of Directors and Others**

The directors and officers of the Association shall receive no remuneration. The directors may fix, from time to time, the remuneration of the employees of the Association.

5.

**OFFICERS**

5.1. APPOINTMENT

The directors may from time to time appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the directors may determine, including one or more assistants to any of the officers so appointed. The directors may specify duties of and, in accordance with this By-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Association. Subject to paragraphs 5.2 through 5.5, an officer may be but need not be a director and one person may hold more than one office.

5.2. PRESIDENT

The President shall be a director and, in addition to other duties: presides at all general meetings and Board meetings; assists all other Board members in the discharge of their responsibilities; is an ex officio member of all committees; plans and prepares an agenda for each general meeting and Board meeting in co-operation with the Board; ensures that the SLNA complies with its by-laws; and receives and discharges correspondence in the name of the SLNA in conjunction

with the Secretary.

### 5.3. VICE-PRESIDENTS

#### 5.3.1. **Vice-President Internal**

shall be a director and, in addition to other duties: is a member of the Membership Committee; in the absence and at the request of the President, presides at general meetings and Board meetings; performs other duties that may be determined by the Board from time to time; keeps records of all current memberships; and co-ordinates the membership campaign.

#### 5.3.2. **Vice-President External**

shall be a director and, in addition to other duties: is a member of the Development Committee, the Government Relations Committee; in the absence and at the request of the President, presides at general meetings and Board meetings; performs other duties that may be determined by the Board from time to time; and establishes co-operative relations with other associations and community groups.

### 5.4. SECRETARY

The Secretary shall be a director and, in addition to other duties: is a member of the Communications Committee; records attendance of delegates at general meetings; keeps minutes of all meetings; maintains a permanent record of all minutes, correspondence, budgets and financial reports, by-laws, policy statements and any other records that may be deemed necessary by the SLNA; is responsible for the distribution of the minutes of all general meetings to delegates; and is responsible for the administration and co-ordination of the SLNA office.

### 5.5. TREASURER

The Treasurer shall be a director and, in addition to other duties: is a member of the Fundraising Committee; has custody over all funds of the SLNA; is responsible for ensuring that all accounts are in proper order at all times; receives all grants, contributions and other revenues and deposits such into the appropriate accounts of the SLNA; considers and evaluates the investment strategy from time to time; presents Financial Reports at general meetings; prepares the annual budget and presents it to the membership; arranges for an annual audit and gives a detailed Audited Financial Report at the Annual General Meeting.

### 5.6. POWERS AND DUTIES OF OTHER OFFICERS

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the directors may specify and delegate. Any of the duties and powers of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the Directors otherwise direct. The Chair of any committee authorized by the Board is an officer of the SLNA.

### 5.7. VARIATION OF POWERS AND DUTIES

The directors may from time to time vary, add to or limit the duties and powers of any officer.

### 5.8. TERM OF OFFICE

The directors may at any time in their discretion remove any officer of the Association. Otherwise each officer appointed by the directors shall hold office until his or her successor is appointed.

## 5.9. CONFLICT OF INTEREST

An officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with the Association shall disclose the nature and extent of his interest at the time and in the manner provided by the Act.

## 5.10. AGENTS AND ATTORNEYS

The directors shall have the power from time to time to appoint agents or attorneys for the Association in Toronto with such duties and powers (including the power to sub-delegate) as may be thought fit.

## 5.11. REPRESENTATION TO OTHER ASSOCIATIONS AND COMMUNITY GROUPS

The directors may appoint Delegates from time to time to represent the SLNA on other associations or community groups and may revoke any such appointment.

# 6. COMMITTEES

## 6.1. KINDS OF COMMITTEES

### 6.1.1. **Committees of Directors**

The directors may appoint committees of directors as needed, and may delegate to such committees any powers that are in accordance with the Act. These shall include, but need not be limited to a Governance Committee and an Audit Committee.

6.1.1.1. The Governance Committee will seek out and nominate delegates to fill vacancies on the Board as they arise and prepare new members of the Board of Directors to take on their responsibilities.

6.1.1.2. The Audit Committee shall oversee the financial affairs of the SLNA and work with the Auditor to prepare the annual report for presentation at the Annual General Meeting.

### 6.1.2. **Standing Committees**

6.1.2.1. Membership Committee will develop and carry out membership related activities.

6.1.2.2. Government Relations Committee gathers information on external organizations and the different levels of government and develops the SLNA's relationships with them.

6.1.2.3. Communications Committee develops and implements the SLNA's strategy for keeping in touch with its members and reaching out to the wider public. It uses a variety of print, electronic and visual media as appropriate.

6.1.2.4. Fundraising Committee co-ordinates fundraising and applications for all grants or other external funding.

6.1.2.5. Development Committee works with the City and developers to ensure that new buildings fit well into the historic context of the St. Lawrence neighbourhood.

### 6.1.3. **Ad Hoc Committees**

The board of directors may appoint other committees from time to time for such purposes as they deem appropriate and may revoke any such appointments.

## 6.2. TRANSACTION OF BUSINESS

- 6.2.1. The powers of a committee of directors may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee.
- 6.2.2. Meetings of committees may be held at any place in Toronto.
- 6.2.3. Procedure and Quorum  
Unless otherwise determined herein or from time to time by the directors, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its Chair and to regulate its procedure.
- 6.2.4. Termination of Committee Membership  
A director who ceases for any reason to be a director shall, upon ceasing to be a director, thereupon also cease to be a member of each and every committee of directors.

## 7. **PROTECTION OF DIRECTORS and OTHERS**

### 7.1. LIMITATION OF LIABILITY

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee.

### 7.2. INDEMNITY

All Directors and Officers of the St. Lawrence Neighbourhood Association and their heirs, executors and trustees, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of funds of the Association from and against:

- 7.2.1. All Costs, charges and expenses whatsoever which Directors or Officers sustain or incur in or about any actions, suit or proceedings which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices on behalf of the Association or a corporation controlled by the Association.
- 7.2.2. All other approved costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

## 8. **NOTICES**

### 8.1. MANNER OF GIVING NOTICE

Notice may be provided by email or telephone.

### 8.2. OMISSIONS AND ERRORS

No error in giving notice of any delegates meeting or any adjourned meeting, including annual meetings, shall invalidate such meeting or make void the proceedings taken at such meeting.

9. **INFORMATION AVAILABLE TO DELEGATES**

9.1. PROVISION OF INFORMATION

The SLNA website contains both current and historical information.

9.2. INSPECTION OF RECORDS

Any resident of the St. Lawrence neighbourhood may inspect the records of the SLNA. Enquiries should be directed to the Secretary of the the SLNA.

ADOPTED AND APPROVED by the Directors of the Association as of the 11th day of November, 2009 and confirmed by the Delegates of the Association as of \_\_\_\_day \_\_\_\_\_, 2\_\_\_\_, as evidenced by the signatures of the President and Secretary endorsed below.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary