



# 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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**Approved by the Delegate Members on November 29, 2017.**

## **BY-LAW NUMBER 1**

**Is hereby enacted as a by-law of the St Lawrence Neighbourhood Association as follows:**

### **1. DEFINITIONS and INTERPRETATION**

#### **1.1. DEFINITIONS**

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

- 1.1.1 "SLNA" or "Association" 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 corridor.
- 1.1.3 "Housing Group" means any multi-unit residential building, such as a Co-op, Toronto Community Housing Building or Condominium Corporation or a collection of single-family residences or town houses whose owners/residents have chosen to form a housing group.
- 1.1.4 "Sponsoring Member" means a Housing Group, which meets the criteria set out in paragraph 3.1.1.1. and which has paid the current membership fee.
- 1.1.5 "Associate Member" means a group which meets the criteria set out in paragraph 3.1.2.1. and which has paid the current membership fee.
- 1.1.6 "Delegate Member" means a person who is appointed by and represents a Sponsoring Member or is a Delegate Member at Large.
- 1.1.7 "Representative" means a person who is appointed by and represents an Associate Member.
- 1.1.8 "Director" means a person who has been duly elected or appointed from time to time to act as a director of the Association.
- 1.1.9 "Board" means the Board of Directors of the SLNA.
- 1.1.10 "Act" or "Acts" means, as appropriate, the Corporations Act R.S.O. 1990, as from time to time amended, or the Not-for-Profit Corporations Act (C.10, 2010) as from time to time amended or any statutes that may be substituted therefore.
- 1.1.11 "Letters Patent" means the Association's Letters Patent as from time to time amended or restated.
- 1.1.12 "By-law" means this by-law as amended from time to time;

#### **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 Acts or the Letters Patent, the provisions of the Acts and Letters Patent shall govern.
- 1.2.2.1 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, visitors and businesses in the St. Lawrence neighbourhood.
- 2.1.3 To strengthen the heritage character of the St. Lawrence neighbourhood.
- 2.1.4 To represent the Members of the Association in negotiations and communications with neighbouring associations, groups, individuals, the media and the general public.
- 2.1.5 To represent the St. Lawrence neighbourhood at all levels of government and to influence political actions affecting the St. Lawrence neighbourhood.

- 2.1.6. To encourage a sense of community within the St. Lawrence neighbourhood.
- 2.1.7. To act as an interface and facilitate communications for all groups within the St. Lawrence neighbourhood.
- 2.1.8. To undertake projects requiring - or benefiting from - community support to serve overall community purposes and the objectives of the Association.
- 2.1.9. The Board shall call regular Community Meetings of the Association – normally these will be held monthly, to inform the community of projects and issues and to stimulate discussion and feedback.

## 2.2. FINANCIAL YEAR

The financial year of the Association shall terminate December 31<sup>st</sup> or on such date as may be determined from time to time by resolution of the Board.

## 2.3. EXECUTION OF INSTRUMENTS

Following a resolution of the Board, contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two directors 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 a director or directors on behalf of the Association to sign specific contracts, documents and instruments in writing.

## 2.4. BANKING ARRANGEMENTS

Subject to such policies as the Board may from time to time and at any time establish, all cheques must be signed by two directors.

## 3. MEMBERSHIP

### 3.1. MEMBERSHIP CLASSES

#### 3.1.1. **Sponsoring Membership**

3.1.1.1. Any housing group in the St. Lawrence neighbourhood is eligible to apply to the Board to become a Sponsoring Member of the Association. Admission of a Sponsoring Member into the SLNA is at the sole discretion of the Board.

#### 3.1.1.2. Delegate Members - appointed by Sponsoring Members

Sponsoring Members having:

- fifty (50) housing units or less shall be entitled to appoint one Delegate Member;
- fifty-one to one hundred (51-100) housing units shall be entitled to appoint two (2) Delegate Members;
- more than one hundred (100) housing units shall be entitled to appoint three (3) Delegate Members.

#### 3.1.2. **Associate Membership**

3.1.2.1. Any organization or business based in or active in the St. Lawrence neighbourhood is eligible to apply to the Board to become an Associate Member of the Association. Admission of an Associate Member into the SLNA is at the sole discretion of the 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.

3.1.3. At its sole discretion the Board may revoke Full or Associate Membership.

3.1.4. All Delegate Members must be resident in the St Lawrence neighbourhood.

3.1.5. Associate Members shall be entitled to send one person to represent them at Delegate Member meetings. Unless they are also Delegate Members, such representatives may speak but have no vote.

### 3.3. DUES

3.3.1. **Sponsoring Membership dues** to the SLNA shall be assessed on the basis of the number of housing units in each member housing group. The per-unit Sponsoring Membership dues for the following fiscal year and the deadline for payment of membership dues shall, on a motion from the Board, be determined by the Delegate Members at a meeting held not later than November 30<sup>th</sup> each year. Failure to meet the prescribed deadline for the payment of Sponsoring Membership dues shall result in the suspension of membership rights.

3.3.2. **Associate membership dues** to the SLNA for the following fiscal year shall, on a motion from the Board, be determined by the SLNA Delegate Members at a meeting held not later than November 30<sup>th</sup> each year. Failure to meet the prescribed deadline for payment of associate membership dues shall result in the suspension of membership rights.

#### 3.4. Delegate Member MEETINGS

3.4.1. Unless otherwise determined by the Board, at its sole discretion, all Delegate Member meetings are open to all residents in the St. Lawrence neighbourhood. The Board may, at its sole discretion, restrict attendance at a meeting to Delegate Members or to Delegate Members and representatives.

##### 3.4.2. Annual General Meeting

The Board shall call an Annual General Meeting of Delegate Members, which shall be held at such time in each year as the Board may from time to time determine for the purpose of:

- considering the financial statements and reports required by the Acts to be placed before the Annual General Meeting
- electing directors
- appointment of auditors, and
- the transaction of such other business as may properly be brought before the meeting.

3.4.3. Special Delegate Member meetings. The Board may call special Delegate Member meetings as required.

3.4.3.1. Twenty (20) Delegate Members may, by signed petition to the President or Secretary, require the Board to call a special Delegate Member meeting. This meeting must be called by the Board, at a location and time of their choosing, within fifteen (15) days of receipt of the petition.

3.4.4. All Delegate Member meetings of the Association shall be held at a location within the St. Lawrence neighbourhood.

3.4.5. Notice of all Delegate Member meetings shall be made available to Delegate Members and representatives at least one week in advance of the meeting.

3.4.6. The Chair of any Delegate Member meeting shall normally be the President. If the President is unable to chair a meeting he or she can Delegate Member this task to another director or Delegate Member. If the President fails to act to appoint a replacement chair, the meeting can be chaired by any Delegate Member appointed by the Board.

3.4.7. The Chair shall appoint some person, who need not be a Delegate Member, to act as secretary of the meeting.

3.4.8. One or more scrutineers, who need not be Delegate Members, may be appointed by ordinary resolution of the Delegate Members or by the Chair with the consent of the meeting.

3.4.9. Following each AGM, the Board shall determine the quorum for voting at all Delegate Member meetings for the subsequent year, but in no case shall it be less than fifteen (15) Delegate Members.

3.4.10. Every Delegate Member present at any Delegate Members' meeting is entitled to one (1) vote per motion. Proxy voting is not permitted.

3.4.11. Motions shall be carried by a simple majority of votes cast at Delegate Member meetings unless otherwise provided by the Acts or this by-law.

3.4.12. The Chair may vote on every motion but has only one (1) vote. In the case of a tie vote, the motion is defeated.

3.4.13. Subject to the provisions of the Acts and this by-law, any question proposed at a Delegate Member meeting shall be decided by a show of hands unless a ballot thereon is required by the Chair or is demanded by a majority of Delegate Members present and voting. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is required or demanded under Section 3.4.15 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 Delegate Members upon the said question, unless a ballot is demanded or required immediately after the show of hands.

3.4.14. On any question proposed for consideration at a Delegate Member meeting, and whether or not a show of hands has been taken thereon, any Delegate Member present may demand a ballot. The Chair shall put this motion to the meeting immediately with no discussion allowed. If a ballot is taken the results of the ballot so taken as reported on by the scrutineers (if they have been appointed) shall be the decision of the Delegate Members upon the said question.

3.4.15. Any meeting of the Delegate Members may be adjourned, by majority of the Delegate Members 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 made available to all Delegate Members notifying them of said adjournment and the new meeting time and place at least 24-hours prior to the start of the adjourned meeting.

3.4.16. No vote shall be taken at a Delegate Member meeting on any matter other than routine procedure unless that matter was clearly disclosed in the notice of the meeting. Delegate Members or the Board may raise urgent or other matters at a Delegate Member meeting without giving notice but in this case any votes on motions that arise are advisory to the Board who shall report back on them at the next Delegate Member meeting and, if appropriate and having given notice on the agenda, call for a definitive vote on them.

3.4.17. At all Delegate Member meetings, the decision of the Chair on the validity of all motions shall be final.

### 3.5. CODE OF CONDUCT

On a motion from the Board, the Association shall enact a Code of Conduct to cover all directors, Delegate Members and representatives. This Code shall be enforced by the Board.

## 4. BOARD OF DIRECTORS

### 4.1. DIRECTORS

The property and business of the Association shall be managed by a Board of Directors consisting of eight directors. In addition to the Duties and Obligations set forth in the Act, the duties of the Corporation shall include, but shall not be limited to, an annual financial review and statement in the form of a Review Engagement to the members in accordance with the legislation in force and effect.

4.1.1. The election of directors shall take place at each Annual General Meeting of the Association and all the directors then in office whose term of office has ended shall retire.

4.1.2. Directors are elected for three-year terms.

4.1.3. A director must be a Delegate Member at the time of his or her election.

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

4.1.5. Subject to the provisions of the Acts, the Delegate Members may by ordinary resolution at a properly constituted meeting pass a motion that was made available to Delegate Members with the agenda to remove 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 Board as provided in this by-law.

4.1.6. A director ceases to hold office when:

- her/his term of office ends
- she/he dies;
- she/he is removed from office by the Delegate Members under paragraph 4.1.5;
- she/he ceases to be qualified for election as a director as provided in the Acts or this by-law.
- her/his written resignation is sent or delivered to the Secretary or President or, if a time is specified in such resignation, at the time so specified, whichever is later.

4.1.7. The Board may fill a vacancy on the Board of Directors, except a vacancy resulting from an increase in the number of directors. If there is not a quorum of directors the directors then in office shall forthwith call a special Delegate Member meeting to fill the vacancies. If the Board fails to call such meeting or if there are no directors then in office, any three Delegate Members may call the meeting. A director appointed by the Board to fill a vacancy will hold office only until the next Annual General Meeting, at which time the Delegate Members shall elect a qualified person to fill the remainder of the term created by the vacancy.

4.1.8. A director may serve for a maximum of two consecutive three-year elected terms.

4.1.9. A person who is appointed as a director by the Board under paragraph 4.1.7 or who is elected to complete the term of a director who has ceased to hold office under paragraph 4.1.6 shall be considered to be serving the remainder of that person's term and the restriction noted in paragraph 4.1.8 shall not apply.

4.1.10. Once a person is elected or appointed as a director and until they cease to hold office under paragraph 4.1.6 they shall become a "Delegate Member at large" and shall no longer be considered to be a Delegate Member appointed by a housing group. The housing group that appointed them to be their Delegate Member can thus appoint a replacement Delegate Member.

4.1.11. "Delegate Members at large" shall have all the duties, responsibilities and restrictions of Delegate Members.

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

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

4.2.3. Notice of the time and place of each meeting of the Board shall be given in the manner provided in this by-law 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 Board shall specify such matters to be dealt with at the meeting as are required by the Acts to be specified therein but otherwise need not specify the purpose of or the business to be transacted at the meeting.

4.2.4. A director may participate in a meeting of the Board 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. The quorum for the transaction of business at any meeting of the Board shall be a majority of the number of directors then holding office.

4.2.6. Provided a quorum of directors is present, the directors may, without the notice noted in Section 4.2.3, hold their first meeting immediately following an AGM.

4.2.7. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting and is communicated to any directors who were not present.

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

4.2.9. At all meetings of the Board 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 or her ordinary vote. In the case of a tie vote, the motion is defeated.

4.2.10. A director who is a party to, or who 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 Acts. 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 Acts.

4.2.11. The directors of the Association shall receive no remuneration.

4.2.12. The directors may fix, from time to time, the remuneration of the employees of the Association.

## 5. DIRECTORS

5.1. The Board shall from time to time appoint officers from among their number. These shall be:

- 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 Board may specify duties of and, in accordance with this by-law and subject to the provisions of the Acts, Delegate Member to such officers the power to manage the business and affairs of the Association. One person may hold more than one office. At the first Board meeting following every Annual General Meeting the Board shall elect or re-elect all officers. The Board may at any time at its sole discretion revoke any appointment as an officer, otherwise each officer appointed shall hold office until his or her successor is appointed or they cease to be a director under paragraph 4.1.6 of this by-law.

### 5.1.1. PRESIDENT

The President in addition to other duties shall:

- normally preside at all Delegate Member meetings and at all board meetings;
- assist other directors in the discharge of their responsibilities;
- in cooperation with the Board, plan and prepare an agenda for all Delegate Member and Board meetings;
- ensure that the Association complies with its by-laws; and
- in conjunction with the Secretary receive and discharge correspondence in the name of the Association.
- The President is *ex-officio* a member of all committees of the Association and of all sub-committees of the Board.

### 5.1.2. VICE-PRESIDENTS

The Vice President(s) shall:

- perform any duties that may be determined by the Board from time to time; and,
- at the request of the President, may preside at Delegate Member meetings and Board meetings;

### 5.1.3. SECRETARY

The Secretary shall:

- ensure that the Association's membership records are maintained;
- record attendance of Delegate Members at Delegate Member meetings;
- ensure that minutes of all Delegate Member meetings and director meetings are kept;
- maintain a permanent record of all minutes, correspondence, by-laws, policy statements and any other records that may be deemed necessary by the Association;
- be responsible for making the minutes of all Delegate Member meetings available to Delegate Members;
- be responsible for making the minutes of all Board meetings available to directors.

### 5.1.4. TREASURER

The Treasurer in addition to other duties shall;

- have custody over all funds of the Association;
- maintain a permanent record of all budgets and financial reports;
- be responsible for ensuring that all accounts are in proper order at all times;
- be responsible for collecting annual membership dues and for informing the Secretary of changes in membership;
- receive all grants, contributions and other revenues and deposit such into the appropriate accounts of the Association;
- ensure the payment of all monies owed by the Association;
- present financial reports at Delegate Member meetings;
- in conjunction with, and subject to the approval of, the Board prepare the annual budget and present it to the Delegate Members;
- arrange for an annual Review Engagement and present such report at the Annual General Meeting.

## 5.2. REPRESENTATION TO OTHER ASSOCIATIONS, COMMUNITY GROUPS etc.

5.2.1. The Board may from time to time, at their sole discretion, appoint Delegate Members or other persons to represent the Association on other associations or community groups or to serve on committees or boards and may revoke any such appointment.

## 6. **COMMITTEES**

### 6.1 COMMITTEES OF DIRECTORS

6.1.1. The Board may appoint committees of directors as needed, and may to such committees any powers that are in accordance with this by-law or the Acts. All committees of directors are deemed to cease to exist at the conclusion of an Annual General Meeting but may immediately be re-established by the Board.

### 6.2. OTHER COMMITTEES

6.2.1. The Board may appoint committees of Delegate Members and other persons as needed and may delegate to such committees any powers that are in accordance with this by-law or the Acts.

6.2.2. In addition to the President, each committee shall have at least one director as a member. This director will, in consultation with the chair elected by the committee, keep the Board informed of the activities of the committee.

6.2.3. All committees are deemed to cease to exist at the conclusion of an Annual General Meeting but may immediately be re-established by the Board.

6.2.4. No later than 30<sup>th</sup> November each year, the Board shall appoint a Nominations and Elections Committee to be responsible for the nomination and election of directors. This committee shall consist only of Delegate Members and shall have a minimum of four members, including the President. The Nominations and Elections Committee shall be deemed to cease to exist at the conclusion of the subsequent Annual General Meeting.

6.2.5. The Board may, at its sole discretion, revoke any appointment to a committee of the Association or as a representative of the Association.

### 6.3. TRANSACTION OF BUSINESS

6.3.1. The powers of any committee 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.

6.3.2. Meetings of committees may be held at any place in the City of Toronto.

6.3.3. Unless otherwise determined herein or from time to time by the Board, 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 own procedure.

6.3.4. A director who ceases to be a director shall thereupon also cease to be a member of each and every committee of directors and of any other committees on which he or she represents the Board.

## **7. PROTECTION OF DIRECTORS**

### **7.1. LIMITATION OF LIABILITY**

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

### **7.2. INDEMNITY**

7.2.1 All directors 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:

- All costs, charges and expenses whatsoever which directors 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.
- 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 OF A Delegate Member OR DIRECTOR MEETING**

8.1.1. Notice may be provided by mail, email, telephone or by posting on the Association's website.

8.1.2. No error in giving notice of any director meeting, Delegate Member meeting or any adjourned meeting, including the Annual General Meeting, shall invalidate such meeting or make void the proceedings taken at such meeting.

## **9. INSPECTION OF RECORDS**

9.1. Any Delegate Member may make a request to inspect the records of the Association. Enquiries should be directed to the Secretary who may approve the request or, if they see fit, refer it to the Board. Documents or parts of documents involving individuals or legal matters may be withheld at the sole discretion of the Board and subject to the Freedom of Information and Protection of Privacy Act, RSO 1990.

ADOPTED AND APPROVED by the Delegate Members of the Association on the 29<sup>th</sup> day of November 2017, as evidenced by the signatures of the President and Secretary endorsed below.

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President

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Secretary