BY-LAW NO. 1

A By-law relating generally to the conduct of the activities and affairs of

SOUTH ARMOUR HEIGHTS RESIDENTS' ASSOCIATION

(hereinafter referred to as the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

Text for Proposed By-law Significant changes between the existing constitution and the proposed by-law are shown in yellow.	**Source / Comments** Note re options: Option 1 is provided by the Ontario government in the ONCA "default by-law." Other options are provided by CLEO (Community Legal Education Ontario).	**Text from Latest Version of Constitution** The Constitution is the existing by-law.
1) General a) Definitions In this by-law, unless the context otherwise requires: i) "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; ii) "Board" means the board of directors of the Corporation; iii) "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; iv) "Chair" means the chair of the Board; v) "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; vi) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called; vii) "Member" means a member of the Corporation; viii) "Members" means the collective membership of the Corporation; ix) "Officer" means an Officer of the Corporation;	Option 1 / Amended as shown	None

x) "South Armour Heights" means the geographical portion of the City of Toronto within: (i) the south boundary of Highway 401; (ii) the west boundary of Yonge Boulevard; (iii) the rear property lines of properties fronting on the south side of Brooke Avenue and having front doors face Brooke Avenue; and (iv) the east boundary of Avenue Road; and xi) "Vice-chair" means the vice-chair of the Board;		
b) Interpretation Other than as specified in Section a), all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.	Option 1	None
c) 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.	Option 1	None
d) Execution of Contracts Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers~~ or Directors.~~. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. ~~Any person authorized to sign any document may affix the corporate seal, if any, to the document.~~ Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.	Option 1 / Amended as shown	All cheques shall be signed by any two of the following Officers: the President, the Vice-President, the Secretary or the Treasurer.
2) Directors a) Number of Directors The Board of Directors shall consist of~~ four Officers and~~ a maximum of six Directors. If at the annual meeting these positions cannot be filled, the positions shall be considered vacant.	Section added: SAHRA's constitution/ Amended as shown	The Board of Directors shall consist of four Officers and a maximum of six Directors. If at the Annual meeting these positions cannot be filled, the positions shall be considered vacant.

b) Qualification No person shall be qualified for election as a director if such person is less than ~~18~~21 years of age, has been found under the Substitute Decisions Act, 1992 (Ontario) or under the Mental Health Act (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere, is not an individual, ~~or~~ has the status of a bankrupt~~.~~ or has a criminal background. A director shall be a Member.	Section added: ONCA Act / Amended as shown.	None
c) Limitation: There shall be a limit of one Director from each household.	Section added: SAHRA's constitution, reworded	The Board of Directors shall be limited to one member from each household.
d) Nominations The Board may propose a slate of Members to be elected as Directors at the annual meeting of Members. ~~Nominations of candidates for election to the Board of Directors of the Association~~ Nomination of any qualified Member to be elected as a Director at the annual meeting of Members may be proposed during the course of ~~the annual~~said meeting~~,~~ when nominations are called for by the Chair~~presiding Officer of the meeting.~~. Such proposals may be verbal and no prior notice ~~of intention to nominate~~ need be given, but assent of the nominee must be obtained. All ~~nominations~~nominees must be ~~seconded~~qualified as defined in Section 2)b).	SAHRA's constitution / Amended as shown.	Nominations of candidates for election to the Board of Directors of the Association may be proposed during the course of the Annual meeting, when nominations are called for by the presiding Officer of the meeting. Such proposals may be verbal and no prior notice of intention to nominate need be given, but assent of the nominee must be obtained. All nominations must be seconded.
e) Election and Term The Directors shall be elected by the Members at ~~the first meeting of Members and at~~ each ~~succeeding~~ annual meeting. ~~Every Director shall be a Member.~~ The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.	Option 1 / Amended as shown.	Each member of the Board of Directors shall be qualified to hold office until the first Annual meeting after which they have been elected. The affairs of the Association shall be managed and administered by a Board of Directors each of whom shall be a member of the Association.

f) Vacancies The office of a Director shall be vacated immediately: i) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; ii) if the Director dies or becomes bankrupt; iii) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; ~~or~~ iv) if a director has a criminal background; or ~~iv)~~v) if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.	Option 1 / Amended as shown.	Should a member of the Board of Directors miss three consecutive meetings, without due cause, the Board member shall be requested to resign.
g) Filling Vacancies A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor: i) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution; ii) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and iii) a quorum of Directors may fill a vacancy among the Directors.	Option 1	In the event there is a vacancy on the Board of Directors, the remaining members of the Board may elect by ballot a successor from the Association's membership for the balance of the term. The candidate's assent must be obtained.
h) Committees Committees may be established by the Board as follows: i) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and ii) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.	Option 1 / The proposed text allows non-members to be appointed as committee members. While it may be preferable to have only Members as committee members, it may be advantageous to appoint subject matter experts who are not Members.	The Board of Directors may establish committees for whatever purposes are considered expedient and appoint any member of the Association as Chairperson or member of such committees.

i) Remuneration of Directors The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that: i) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; ii) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.	Option 1	Remuneration of the Board of Directors for services rendered as a member of the Board is prohibited. This prohibition does not include repayment of approved expenses incurred on behalf of the Association.
3) Board Meetings a) Calling of Meetings Meetings of the Directors may be called by ~~[insert who can call a meeting]~~ any Director at any time and any place on notice as required by this by-law.	Option 2 / Amended as shown.	Meetings shall be held at the call of the President or any member of the Board.
b) Regular Meetings Meetings of the Directors shall be called at a minimum of every two months excluding July and August.	SAHRA's constitution, reworded	Board of Directors' meetings shall be called at a minimum of every two months excluding July and August.
c) 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.	Option 1	None
d) Quorum The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the number of the directors. No person shall act for an absent director at a meeting of the Board.	Added section	None

e) Chair The Chair shall preside at Board meetings. In the absence of the Chair, ~~[x]~~ the Vice-chair shall preside at Board meetings. In the absence of the Chair and the Vice-chair, the Directors present shall choose one of their number to act as the Chair.	Option 3 / Amended as shown. The last sentence is copied from Option 1 with "and Vice-chair" added.	The President shall: a. When present, preside at all meetings of the Board of Directors of the Association. The Vice-President shall: a. In the absence of the President, exercise all of the President's functions.
f) Voting Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.	Option 2	At any meeting, the President shall cast the deciding vote in the event of a tie.
g) Participation by Telephone or Other Communications Facilities If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.	Option 1	None
4) Financial a) Banking The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.	Option 1	All monies of the Association shall be kept in such chartered Banks or Trust Companies as the Board of Directors may determine.
b) Financial Year The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by ~~resolution~~motion determine.	Option 1 / Amended as shown	The Association's fiscal year shall be the period January 1st to December 31st.
c) Disbursements All disbursements shall be approved by a motion at a meeting of the Board of Directors or the annual meeting of Members.	Added section: SAHRA's constitution / Amended as shown.	All disbursements shall be approved by motion at a meeting of the Board of Directors or the Annual meeting.
d) Financial Reports All financial reports prepared for the Board of Directors meetings shall be subject to approval by the Board through a motion.	Added section: SAHRA's constitution	All financial reports prepared for the Board of Directors meetings shall be subject to approval by the Board through a motion.

e) Investments Any funds of the Association may be held in a redeemable deposit or financial investment vehicle such as a GIC or similar secure instrument that can be redeemed on short notice without financial penalty of consequence. ~~The funds may be used to cover shortfalls in membership donations, the funding of emergency situations such as the hiring of legal counsel or other expenses approved by the Board.~~	Added section: SAHRA's constitution / Amended as shown.	Any funds of the Association may be held in a redeemable deposit or financial investment vehicle such as a GIC or similar secure instrument that can be redeemed on short notice without financial penalty. The funds may be used to cover shortfalls in membership donations, the funding of emergency situations such as the hiring of legal counsel or other expenses approved by the Board.
5) Officers a) Officers ~~The Board shall appoint a Chair from among the Directors and may appoint any other person to be president, treasurer, and secretary at the Board's first meeting following the annual meeting of the Corporation.~~ At the annual meeting, Members shall elect from the among the Directors the following positions: Chair, Vice-chair, president, vice-president, treasurer, and secretary. The same person may hold two or more offices of the Corporation. The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the board may prescribe from time to time.	Option 2/ Amended as shown.	There shall be a President, a Vice-President, a Secretary and a Treasurer of the Association as elected at the Annual meeting.
b) Office Held at Board's Discretion Any Officer shall cease to hold office upon resolution of the Board approved by a simple majority of the Board. Unless so removed, an Officer shall hold office until the earlier of: • the Officer's successor being appointed, • the Officer's resignation, or • such Officer's death.	Option 1/ Amended as shown.	A member of the Board of Directors, including an Officer, may be removed from the Board if the entire Board, excluding the member in question, unanimously approve a motion to remove the member. The member may be re-elected to the Board of Directors at the next Annual meeting.
c) Vacancy In the event that an ~~Officer's position~~Office is or becomes vacant, a successor may be elected from the ~~Board of Directors~~membership, by the Directors, for the balance of the term. The candidate's assent must be obtained.	Added section: SAHRA's constitution / Amended as shown.	In the event that an Officer's position becomes vacant, a successor may be elected from the Board of Directors, by its members, for the balance of the term. The candidate's assent must be obtained.
d) Duties Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.	Option 1	
e) Duties of the Chair The Chair shall perform the duties described in Sections 3)e) and 9)g) and such other duties as may be required by law or as the Board may determine from time to time.	Option 1	

f) Duties of the President The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.	Option 1	
g) Duties of the Vice-president The Vice-president shall, in the absence of the President, exercise all of the President's ~~functions~~ duties and such other duties as may be required by law or as the Board may determine from time to time.	SAHRA existing by-law/ Amended as shown.	The Vice-President shall in the absence of the President, exercise all of the President's functions.
h) Duties of the Treasurer The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.	Option 1	
i) Duties of the Secretary The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.	Option 1	
6) Protection of Directors and Others a) Protection of Directors and Others No Director, Officer, volunteer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, volunteer, or committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have: i) complied with the Act and the Corporation's articles and By-laws; and ii) exercised their powers and discharged their duties in accordance with the Act.	Option 1 / Amended as shown.	None

7) Conflict of Interest a) Conflict of Interest A Director who is a 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.	Option 1	None
8) Members a) Members All residential property owners, residential tenants and residents living within ~~the area described below~~ South Armour Heights shall be considered members if they have provided the Corporation with their contact information. ~~East side of Avenue Road, West side of Yonge Boulevard, South of the 401, South side of Brooke Avenue and those ratepayers living on the streets intersecting with Brooke Avenue between Avenue Road and Yonge Boulevard within the City of North York Boundaries.~~	SAHRA's existing by-law/ Amended as shown Note that "South Armour Heights" geographical area is defined under definitions in section 1)a)x)	All residential property owners, residential tenants and residents living within the area described below shall be considered members: East side of Avenue Road, West side of Yonge Boulevard, South of the 401, South side of Brooke Avenue and those ratepayers living on the streets intersecting with Brooke Avenue between Avenue Road and Yonge Boulevard within the City of North York Boundaries.
b) Membership A Membership in the Corporation is not transferable and automatically terminates if the Member resigns, does not provide updated contact information, moves outside of South Armour Heights or such Membership is otherwise terminated in accordance with the Act.	Option 1 / Amended as shown.	None
c) Disciplinary Act or Termination of Membership for Cause i) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws. ii) The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.	Option 1	None

9) Members Meetings a) Annual Meeting The annual meeting shall be held ~~on a day~~ within one hundred and twenty (120) days of the fiscal year-end and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than ~~five business~~ twenty-one (21) 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 or review engagement report and other financial information required by the By-laws or articles. If, at the previous annual meeting, a resolution was passed exempting the Corporation from an audit or a review engagement, no auditor's report or review engagement report will be provided. The business transacted at the annual meeting shall include: i) receipt and approval by resolution of the agenda; ii) receipt and approval by resolution of the minutes of the previous annual and subsequent special meetings; iii) consideration and approval by resolution of the financial statements; iv) report of the auditor or person who has been appointed to conduct a review engagement should such person have been appointed; v) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, or a special resolution to dispense with an audit or review engagement for that financial year; vi) election of Directors; and vii) 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.~~	Option 1 / Amended as shown. The Act specifies 21 days.	The Annual meeting of the members shall be held at such time and place as the Board of Directors determine, but must be within one hundred and twenty (120) days of the fiscal year-end. The Treasurer's Annual Report shall be distributed to each member in attendance at the Annual meeting and shall be subject to their approval through a motion.

b) Member's Right to Submit Items~~:~~ Members have a right to submit items to be added to the agenda. They must give the item to the Board 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. No other item of business shall be included on the agenda for the annual meeting.	New section, as per the Act	None
c) Special Meetings The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of ~~the~~ at least 10 Members ~~who hold at least 10 per cent of votes that may be cast at the meeting sought~~ to be held within 21 days after receiving the requisition unless the Act provides otherwise.	Option 1 / Amended as shown.	Special meetings shall be called to discuss and resolve specific questions by the President on direction of the Board of Directors or on receipt by the President of a petition for a Special meeting, signed by any ten members of the Association. This Meeting shall be held at a time and place determined by the President or failing this the Vice-President.
d) Participation by Telephone or Other Communications Facilities If the Board provides the facilities, a meeting of Members 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, provided that all participants can communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.	Combination of the Act (Section 53 (4), and Section 3)g) above (re Board meetings)	None
e) Notice Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement should such person have been appointed. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.	Option 1 / Amended as shown	Annual meeting: Members shall be notified at least seven days prior to the meeting. Special meeting: Written or telephoned notice shall be given to all members at least one day before the meeting.

f) Quorum A quorum for the transaction of business at a Members' meeting is ten (10) Members~~a majority of the Members entitled to vote at the meeting, whether present in person or by proxy (Secti 64(1)).~~. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.	Option 1 / Amended as shown.	None
g) Chair of the Meeting The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice-chair shall be the chair. In the absence of both the Chair and Vice-chair, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.	Option 1 / Amended as shown.	None
h) 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: i) ~~each Member shall be entitled to one vote~~ only one Member from each household shall be entitled to vote at any meeting; ii) votes shall be taken by a show of hands among all Members who are entitled to vote and who are present including the chair of the meeting~~, if a Member, shall have a vote~~; iii) an abstention shall not be considered a vote cast; iv) 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; v) 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 resolution or motion is lost; and vi) 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 or motion 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 resolution or motion.	Option 1 / Amended as shown. There is no need for proxies under ONCA, so we propose that they be discontinued	Each member of the Association, having reached the age of majority, shall be entitled to one vote at the Annual and any Special meetings if a vote is required to resolve a motion. At any meeting, the President shall cast the deciding vote in the event of a tie. If voting by ballot, the President shall vote with the members. In the event of a tie in a ballot vote, the motion is not carried. Proxies are permitted at all Association meetings. All proxies must be submitted to the President in writing at the commencement of the meeting. These proxies become part of the Association's records.

i) Adjournments The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.	Option 1	None
j) Persons Entitled to be Present The only persons entitled to attend a Members' meeting are the Members, the ~~Directors, the~~ auditors of the Corporation, if any (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair, or their delegate, of the meeting or with the majority consent of the Members present at the meeting.	Option 1 / Amended as shown. Directors are Members so don't need to be listed separately.	None
10) Notices a) Notices Any notice required to be sent to any Member ~~or Director~~ or to the auditor, if any, or person who has been appointed to conduct a review engagement of the Corporation, if any, 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, if any, or the person who has been appointed to conduct a review engagement, if any, 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.	Option 1 / Amended as shown. Directors are Members so don't need to be listed separately.	None

b) Error or Omission in Giving Notice The accidental omission to give any notice to any Member~~, Director~~, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, 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 error in 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.	Option 1 / Amended as shown. Directors are Members so don't need to be listed separately.	None
11) Amendments to By-laws The Members may from time to time amend this By-law if at least ~~[x]%~~ two thirds (2/3) of the Members present at a meeting of Members approve the amendment. The Board may not amend these By-laws.	Option 1 / Amended as shown.	The Constitution may be amended by resolution passed by two thirds of the members present or voting by proxy at any Annual or Special meeting of the members of the Association. Proposed amendments shall be communicated in writing to members of the Association at least one week prior to the date of the Annual or Special meeting. Copies of the amendments shall be made available on request.
12) Repeal All previous By-laws and Constitutions of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws or Constitutions so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such By-law or Constitution before its repeal. All Officers and persons acting under the provisions of this By-law, and all resolutions or motions of the Board, all resolutions or motions of a committee of the Board, and all resolutions or motions of the Members of the Corporation with continuing effect passed under any repealed By-laws or Constitutions shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.	New section	None
13) Effective Date of This By-law This By-law No. 1 shall become effective when approved by the Board of Directors of the Corporation and confirmed by the Members of the Corporation.	New section	None

This By law No. 1 was approved by the Directors of the Corporation on April 9, 2025 and was confirmed by the Members of the Corporation on ●, 2025. President Secretary This By-Law No. 1 came into force on the ______ day of ____________, 20__, being the date of confirmation by the Members.	New section	None

SCHEDULE A Position Description of the President **Role Statement** The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate. **Responsibilities** **Agendas.** Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. ~~Ensure that a schedule of Board meetings is prepared annually.~~ **Direction.** Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board. ~~**Performance Appraisal.** Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.~~ ~~**Work Plan.** Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.~~ **Representation.** Serve as the Board's primary contact with the public. **Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities. **Board Conduct.** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct. **Mentorship.** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors. **Succession Planning.** Ensure succession planning occurs for senior management, if any, and Board. **Committee Membership.** Serve as Member on all Board committees.	CLEO (Community Legal Education Ontario) document / Amended as shown	Represent the Association upon direction from the Board of Directors where the outcome of such may impact the Association or its members.

SCHEDULE B Position Description of the Treasurer **Role Statement** The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities. **Responsibilities** **Custody of Funds.** The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board. **Board Conduct.** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities. **Mentorship.** Serve as a mentor to other Directors. **Financial Statement.** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.	CLEO (Community Legal Education Ontario) document	a. Perform the duties of custody, receipt and disbursement of the funds of the Association as outlined in Article VI. b. Prepare a financial report for each Board of Directors' meeting and make the Treasurer's Annual Report. c. Maintain the proper signing Officers on the Association's account as outlined in Article VI. d. Keep a registry of the members' contributions. e. Prepare and maintain a record of all tax filings. The Association shall file an annual Federal T2 Form. Items c and e are not included in Schedule B.

SCHEDULE C Position Description of the Secretary **Role Statement** The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities. **Responsibilities** **Board Conduct.** Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities. **Document Management.** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, and registers ~~and the seal~~ of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board. **Meetings.** Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.	CLEO (Community Legal Education Ontario) document / Amended as shown	a. Act as clerk of the Board of Directors and keep all records of the Board and the Association. b. Complete and submit the necessary forms to register the Association with the City of North York on an annual basis. c. Arrange all meeting locations. Item C is not included in Schedule C

Sections of the Constitution which are not included in By-law No. 1:

- Name and address: These are covered in the letters patent.
- Objectives: These are covered in the letters patent.
- "Each member may be asked yearly for a monetary contribution as fixed by the Board of Directors to allow the Association to conduct its business." This should be a decision of the Board and need not be stipulated in the by-law.
- "Contributions shall be acknowledged by the Treasurer." This should be a decision of the Board and need not be stipulated in the by-law. (We will continue the current practice.)
- Board of Directors:
  - "Each member is eligible for re-election if they assent and are otherwise qualified. There are no maximum number of terms." No need to state this since the proposed by-law does not address this point.
  - "Any member of the Board of Directors, when so directed by the Board, may sign correspondence on behalf of the Association." This should be a decision of the Board and need not be stipulated in the by-law.
- "Meetings shall be conducted according to the procedures at meetings in Canada by Roberts Rules of Order, except where such procedure is inconsistent with anything contained herein." This should be a decision of the Board and need not be stipulated in the by-law. (We plan to follow the Robert's Rules of Order.)
- "All decisions regarding Association business must be presented in the form of a motion and must be seconded." This should be a decision of the Board on a case-by-case basis, and need not be stipulated in the by-law. (We generally plan to follow this item.)