

## **Askennonia Senior Centre Inc.**

BY-LAW NO. 1 of Askennonia Senior Centre Inc., as amended, is hereby repealed and replaced in its entirety with the following:

### **By-law No. 1**

A by-law relating generally to the transaction of the affairs of the  
**Askennonia Senior Centre Inc.**

BE IT ENACTED as a by-law of **the Askennonia Senior Centre Inc.**  
(Hereinafter called “the Centre”) as follows:

#### ***PREAMBLE***

The business and management of the Centre recognizes and reflects the interest of: the membership of the Centre, the Town of Midland and the Province of Ontario, along with past support from Calvary Baptist Church.

#### ***MISSION STATEMENT***

Askennonia Senior Centre’s mission statement: “TO PROVIDE SERVICES AND SUPPORT FOR THE SENIOR POPULATION IN MIDLAND AND SURROUNDING AREA.”

#### ***HEAD OFFICE***

1. The head office of the Centre shall be in the Town of Midland, Ontario.

#### ***SEAL***

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Centre.

#### ***MEMBERSHIP***

3. Membership is open to persons fifty-five years of age (or younger upon consideration) or older who pay a membership fee as prescribed in a schedule for the current year and who have been accepted into membership of the Centre by the Board of Directors. There shall be no initiation fee.

Each member in good standing shall be entitled to one vote on each question arising at any general or special meeting of the membership. Proxy votes are not permitted. Any

member exhibiting discreditable conduct may have his membership reviewed by the Centre's Board of Directors (the "Board), who may terminate said person's membership upon 15 days' written notice to the member prior to a resolution being passed by the Board. The notice to the member subject to termination and/or disciplinary action shall set out reasons for taking such action and also provide the member an opportunity to provide a written statement to be considered by the Board at least 5 days prior to any action being taken.

Memberships in the Centre shall last for a term of one year and is otherwise not transferrable and will automatically terminate if the member dies, resigns or is otherwise terminated in accordance with the *Ontario Not-for-Profit Corporations Act* (the "Act"). Persons not renewing their membership by January 31 of the year following their membership year will be assumed to have resigned.

### ***BOARD OF DIRECTORS***

4. The affairs of the Centre shall be managed by a Board of Directors of up to **TEN (10)** voting members (Immediate Past President, President, Vice-President, Secretary, Treasurer and Five (5) Members at Large) elected by the Centre membership. The Board shall also appoint from among their numbers a Chair to chair meetings of the members and the Board. The office of Chair and President may be held by the same person. Each director shall hold office for two (2) years until his successor has been duly elected or appointed and qualified. Each director shall be eligible for re-appointment, if otherwise qualified, not to exceed a total of two (2) terms, after which he must remain off the Board for at least one (1) year. Provided that where no other member has volunteered to run for an office, the members, by a two-thirds majority vote at an annual or special general meeting, may extend the number of consecutive terms for which a member may serve either in the particular office or as a director.

### ***VACANCIES, BOARD OF DIRECTORS***

5. The office of a director shall be vacated if the director resigns, dies, becomes bankrupt, is found incapable by a court of managing property under Ontario law or if removed by ordinary resolution at a meeting of members. So long as a quorum of directors remain in office, vacancies in the office of a director may be filled by the Board of Directors from among the qualified members of the Centre. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the membership to fill the vacancy. If the vacancy occurs as a result of the members removing a director, the members may fill the vacancy by an ordinary resolution.

### ***QUORUM AND MEETINGS, BOARD OF DIRECTORS***

6. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may, from time to time, determine. No formal notice of any such

meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Meetings of directors may be formally called by the President, Vice-President or by the Secretary on direction in writing of two (2) directors. Notice of such meetings shall be delivered, telephoned, faxed or emailed to each director not less than one (1) day before the meeting is to take place or shall be mailed to each director not less than five (5) days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such meeting no notice need be sent. A meeting of directors may also be held, without notice, immediately following the annual meeting of the Centre. The directors may consider or transact any business either special or general at any meeting of the Board. If directors may attend a meeting by telephonic or electronic means, the notice of the meeting shall include instructions for attending and participating in the meeting by electronic or telephonic means.

### ***ERRORS IN NOTICE, BOARD OF DIRECTORS***

7. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat. For the purpose of sending notice to any director or officer for any meeting or otherwise, the address of any director or officer shall be his last address recorded on the books of the Centre.

### ***VOTING, BOARD OF DIRECTORS***

8. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the President or his designate shall have the deciding vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President or his designate that a resolution has been carried and an entry to that effect in the minutes shall be admissible to evidence as prima facia proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose. Voting by proxy is not acceptable.

### ***POWERS***

9. The Board of Directors is primarily a policy making body, charged with keeping the Centre and its program consistent with the mission as stated earlier in this document. The Board of Directors is not directly concerned with the day - to - day management of the Centre, however, since they negotiate a contract with the Centre Director regarding the function of monitoring the day-to-day operation, the Board, is in the end responsible for said operation.

The directors of the Centre may administer the affairs of the Centre in all things and make or cause to be made for the Centre, in its name, any kind of contract which the Centre may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Centre is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, for such consideration and upon such terms and conditions as they may deem advisable.

### ***REMUNERATION OF DIRECTORS***

10. The directors shall receive no remuneration for acting as such.

### ***OFFICERS OF CORPORATION***

11. There shall be a Past President, President, Vice-President, Secretary, Treasurer and such other officers and agents (collectively, the "Officers") as the Board deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. They shall be appointed by resolution of the Board and shall serve in such roles until their death, resignation or until a successor has been appointed. The Board shall appoint from among their numbers a Chair to chair meetings of the members and the Board. The office of Chair and President may be held by the same person.

### ***DUTIES OF PRESIDENT AND VICE-PRESIDENT***

12. The President shall preside at all general meetings of the Centre and the Board of Directors. The President shall also be charged with the general management and supervision of affairs and operations of the Centre. The President shall represent the Centre in the community; appoint Ad Hoc Committees, and have Ex-Officio status on all committees.

The Vice-President shall replace and function in every capacity for the President in the absence or inability of the President to function.

### ***DUTIES OF SECRETARY AND TREASURER***

13. The duties of the Secretary shall be to attend all regular and special meetings of the Centre's Board of Directors; accurately record all minutes of the Board meetings, distribute notice of meetings and minutes as required by the By-laws; and be official

custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Board of Directors.

The duties of the Treasurer shall be to keep a full and accurate account of all receipts and disbursements; disburse funds as approved by the Board; provide regular financial reports to the Board of Directors; co-ordinate all necessary grant forms and budget submissions in conjunction with the Finance Committee; handle receipts and payments on behalf of the Board; provide auditors with any and all financial records required; provide the Board with sound financial advice as requested; and co-sign checks.

### ***NOMINATING COMMITTEE***

14. The Nominating Committee is comprised of four (4) members consisting of the incumbent President, the Immediate Past President and two members elected from the membership for a two-year term. A person may be re-elected to serve a second and final term. The committee will elect the Chair.

The committee shall be responsible for presenting to the members at annual meeting of the Centre, a slate of candidates who have expressed willingness to stand for election to vacant offices on the Centre's Board of Directors and to the next year's Nominating Committee. The Nominating Committee does not preclude members from proposing nominations for the Board of Directors at annual meetings or otherwise in accordance with the Act.

### ***AD HOC AND STANDING COMMITTEES***

15. The Board may appoint committees as needed and determine the composition and delegate responsibilities to any such committee, subject to the Act. The Board of Directors may dissolve any committee by resolution at any time. For clarity, the Board of Directors shall not delegate the following responsibilities to any committees or individual officers:
- a) to submit to the members items that require the approval of members;
  - b) to fill a vacancy among the directors or auditor;
  - c) to appoint additional directors;
  - d) to issue debt obligations, except as authorized by the Board of Directors;
  - e) to approve financial statements;
  - f) to adopt, amend or repeal by-laws; and
  - g) to establish membership dues.

### ***EXECUTION OF DOCUMENTS/SIGNING AUTHORITY***

16. Deeds, transfers, licenses, contracts and engagements on behalf of the Centre shall be signed by either the President or Vice-President and the Secretary, and the Secretary shall affix the seal of the Centre to such instruments as required by same.

Contracts in the ordinary course of the Centre's operations may be entered into on behalf of the Centre by the President, Vice-President or by any person authorized by the Board.

All cheques require the signatures of any two of the following: President, Vice-President, Treasurer or Centre Director.

The President, Vice-President, or any person or persons from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Centre in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Centre transfers or shares bonds or other securities from time to time transferred to the Centre, and may affix the Centre seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the Centre seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any Attorney or Attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

### ***PROTECTION OF DIRECTORS AND OFFICERS***

17. No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have complied with the Act and the Centre's Articles and By-laws and exercised their powers and discharged their duties in accordance with the Act.

### ***CONFLICTS OF INTEREST***

18. 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.

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

### ***BOOKS AND RECORDS***

19. The directors shall see that all necessary books and records of the Centre required by the By-laws of the Centre or by any applicable statute or law are regularly and properly kept.

### ***DUES***

20. The annual dues for the Centre members shall be determined by a two thirds (2/3) vote of the Board. Centre members should be given thirty (30) days' notice of any change in the dues. There is no initiation fee, as such, and members pay dues in January and are entitled to full use of the Centre during that calendar year.

### ***ANNUAL MEETING AND OTHER MEETINGS OF MEMBERSHIP***

21. The annual meeting shall be scheduled within 15 months after holding the preceding annual meeting. All other special meetings may be called at the discretion of the Board or by members of the Centre who hold at least 10% of votes that may be cast at a meeting of members. Annual or special meetings may be held at the Centre or elsewhere designated by the Board. If members may attend a meeting by telephonic or electronic means, the notice of the meeting shall include instructions for attending and participating in the meeting by electronic or telephonic means.

At every annual meeting, in addition to any other business that may be transacted the report of the directors shall be submitted; the financial statement and the report of the accountant shall be presented; a slate will be presented by the Nominating Committee to cover any vacancies in the following elected positions: President, Vice-President, Secretary, Treasurer, five (5) Members-at-Large and two (2) members for the Nominating Committee; a Board of Directors confirmed; and at the discretion of the Board, an accountant appointed for the ensuing year, the remuneration of which shall be approved by the Board of Directors. The members may consider and transact any special business at any meeting of the membership in accordance with the Act. 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. The Board of Directors, the President, Vice-President or members holding at least 10% of votes shall have power to call at any time a special meeting of the members of the Centre. Notice of the time and place of every such meeting of members shall be given to each member by mail, newsletter, email or such other method at least 10 days prior to the meeting but no more than 50 days prior to the meeting. Any person entitled to

notice of a meeting may waive notice, and attendance at a meeting is deemed to be a waiver of notice unless the person attend for the express purpose of objecting to any business based on these By-laws or the Act.

### ***ERROR OR OMISSION OF NOTICE***

22. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Centre shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any member or director for any meeting or otherwise, the address of any member or director shall be his last address recorded on the books of the Centre.

### ***QUORUM OF MEMBERS***

23. A quorum for the transaction of any business at any meeting of members shall consist of not less than five per cent (5%) of the membership. 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.

### ***VOTING OF MEMBERS***

24. Subject to the provisions, if any, contained in the Articles of Incorporation or any Articles of Amendment (the "Articles") of the Centre, each member of the Centre shall at all meeting of members be entitled to one vote. No member shall be entitled to vote at meetings of the Centre unless he has paid all dues or fees, if any, then payable by him.

At all meetings every question shall be declared by a majority of the votes of the members present in person unless otherwise required by these By-laws or such other by-laws of the Centre in force and effect. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Centre shall be admissible in evidence as prima facia proof of the fact without proof of the number of proportion of the votes accorded in favour or against the resolution. The demand for poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Centre in general meeting upon the matter in question. In case of any equality of votes at any general meeting, whether upon a show of hands or a poll, the President shall be entitled to cast the deciding vote.



***FINANCIAL YEAR***

25. Unless otherwise ordered by the Board of Directors, the fiscal year of the Centre shall terminate on the 31<sup>st</sup> day of December in each year.

***CHEQUES, ETC.***

26. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Centre, shall be signed by such officer or officers, agent or agents of the Centre and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Centre through its bankers, and endorse notes and cheques for deposit with the Centre's bankers for the credit of the Centre, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Centre by using the Centre's rubber stamp for that purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Centre and the Centre's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release of verification slips.

***DEPOSIT OF SECURITIES FOR SAFEKEEPING***

27. The securities of the Centre shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon written order of the Centre signed by such officer or officers, agent or agents of the Centre, and in such manner, as shall from time to time be determined by resolution of the Board of Directors so such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall truly be protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit of the proceeds thereof.

***NOTICE***

28. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid: a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communications shall be deemed to have been given when dispatched or delivered to the appropriate communication

company or agency or its representative for dispatch. The Secretary and Treasurer may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

### ***BORROWING***

29. The Board may from time to time:

- a) borrow money of the credit of the Centre; or
- b) issue, sell or pledge securities of the Centre; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Centre, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Centre.

From time to time the directors may authorize any director, officer or employee of the Centre or any other person to make arrangements with reference to the money borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Centre as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Centre.

### ***INTERPRETATION***

30. In these By-laws and in all other by-laws of the Centre hereafter passed unless the context otherwise requires, words importing the singular number of masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to personal shall include firms and corporation.

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 these 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.

### ***REVISION OF BY-LAWS***

31. Any section of these by-laws may be revised by a majority vote at any general meeting.

### ***ADOPTION OF BY-LAWS***

32. The foregoing By-laws, having been passed by the Board of Directors on March 26, 2024, will become effective, upon ratification by the membership at the annual meeting of the Centre on April 30 2024. The corporate seal to be affixed as of that date.

**Date of Seal:** April 30 2024 (AGM)

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**President**

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**Secretary**