Section 1 – General

* 1. **Definitions**

In this Bylaw, unless the context otherwise requires:

a. **“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;

b. **“Board”** means the board of directors of the Corporation;

c. **“Bylaws”** means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;

d. **“Chair”** means the chair of the Board;

e. **“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;

f. **“Directo**r” means an individual occupying the position of director of the Corporation by whatever name he or she is called;

g. **“Member”** means a member of the Corporation;

h. **“Members”** means the collective membership of the Corporation; and

i. **“Officer”** means an Officer of the Corporation.

* 1. **Interpretation**

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

* 1. **Severability and Precedence**

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

* 1. **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 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.

**Section 2 – Directors**

**2.01 Qualifications for Directors**

A Director must be a member of the Corporation at the time of their election. A Director shall be eighteen years of age or older and must be an individual who is not an undischarged bankrupt under the *Bankruptcy and Insolvency Act* (Canada) and is not an ineligible person under Section 149.1(1) of the *Income Tax Act R.S.C.*

**2.02 Election and Term**

There shall be eleven Directors, of whom 6 shall constitute a quorum. Members shall elect Directors for three-year terms. Directors may hold two consecutive terms to a maximum of six years. After a 11 month absence from the Board, former Directors may seek nomination. Eighty percent of the directors shall be members or adherents of Knox Presbyterian Church Oakville.

**2.03 Vacancies**

The office of a Director shall be vacated immediately:

1. 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;
2. If the Directors dies or become bankrupt;
3. If the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. If, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Directors’ term of office.

**2.04 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the director appointed or elected to the fill the vacancy holds office for the remainder of the unexpired term of the Director’s predecessor.

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors, the Directors in office shall, without delay, call a special meeting of the 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
3. a quorum of Directors may fill a vacancy among the Directors.

**2.05 Committees**

Committees may be established by the Board as follows:

1. 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

b) Subject to the limitation 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 as any time.

**2.06 Remuneration of Directors**

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of the capacities.

**Section 3 – Board Meetings**

**3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law.

**3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

**3.03 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.

**3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, Directors present shall choose one of their number to act as the Chair.

**3.05 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 not have a second or casting vote.

**3.06 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 meetings. A Director participating by such means is deemed to be present at that meeting.

**Section 4 – Banking**

**4.01 Banking**

The Board shall by resolution from time to time designate the financial institution in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

* 1. **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 determine.

**Section 5 – Officers**

**5.01 Officers**

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer, and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such 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.

**5.02 Office Held at Board’s Discretion**

Any Officer shall cease to hold office upon resolution 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

**5.03 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.

**5.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

**5.05 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.

**5.06 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.

**5.07 Duties of the Secretary**

The treasurer 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.

**Section 6 – Protection of Directors and Others**

**6.01 Protection of Directors and Officers**

No Director, Officer or committee members of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee members 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:

1. complied with the Act and the Corporation’s articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

**Section 7 – Conflict of Interest**

**7.01 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.

**Section 8 – Members**

**8.01 Members**

Membership in the Corporation shall consist of persons interested in furthering the Corporation’s purposes and who have been accepted into Membership in the Corporation by a resolution of the Board. The Board does not have the authority to establish membership fees.

**8.02 Membership**

The term of membership shall be one year, subject to renewal in accordance with the policies of the Corporation. A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

**8.03 Disciplinary Act or Termination of Membership for Cause**

Upon fifteen 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. 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 that five days before the end of the fifteen-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

 **Section 9 – Member’s Meetings**

**9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any member, upon request, shall be provided, not less than five business 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 and other financial information required by the by-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda
2. receipt of the minutes of the previous and subsequent special meetings
3. consideration of the financial statements
4. report of the auditor
5. reappointment of the auditor
6. election of Directors
7. such other or special business as may be set out in the notice of the meeting

No other item of business shall be included on the agenda for an annual meeting unless a Members’ 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.

**9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least ten percent of votes that may be cast at the meeting sought to be held within twenty-one days after receiving the requisition unless the Act provides otherwise.

**9.03 Notice**

Subject to the Act, not less than ten and not more than fifty 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. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

**9.04 Quorum**

A quorum for the transaction of business at a Members’ meeting shall consist of not less than 25% of members entitled to vote at the meeting. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

**9.05 Chair of the Meeting**

The Chair shall be the chair of the Members’ meeting; in the Chair’s absence, the Members present at any Members’ meeting shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

**9.06 Participation by Telephone or Other Communications Facilities**

Members may participate in a meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at the meeting. Voting by electronic means will substitute for a show of hands.

**9.07 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:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands (or electronic means per section 9.06) among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. 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;
5. 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 motion is lost; and;
6. whenever a vote by show of hands is taken on a question, unless written ballot is required or demanded, a declaration by the chair of the meeting that a resolution 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 motion.

**9.08 Persons Entitled to be Present**

The only persons entitled to attend a Members’ meeting are the Members, the Directors, the auditors of the Corporation 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 of the meeting or with the majority consent of the Members present at the meeting.

**Section 10 – Notices**

**10.01 Services**

Any notice required to be sent to any Member or Director or to the auditor shall be delivered personally, or sent by prepaid mail, facsimiles, email or other electronic means to any such Member at the Member’s 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 at its business address; provided always that notice may be waived or the time for giving notice may be abridged at any time with the consent in writing of the person entitled thereto.

**10.02 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, 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.

**Section 11 – Adoption and Amendment of By-laws**

**11.01 Amendment to By-laws**

This by-law may be amended by a majority vote of the Board and Members.

Approved by the Corporate Members at a duly called Annual General Meeting April 16, 2023

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

Members Serve as Member on all Board committees.

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 al 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.

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, 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.