

**EAST TORONTO FAMILY  
COMMUNITY CENTRE**

**BY-LAW 1**

**APPROVED BY GENERAL MEMBERSHIP**

**1993-11-18**

**Revised 1995-11-23**

**Revised 1998-02-26**

**Revised 2000-04-27**

**Revised 2001-05-23**

**Revised 2008-06-19**

**Revised 2009 -06-18**

**Revised 2010-06-17**

**[Revised 2021-06-17](#)** |

**BY-LAW NUMBER 1**

a by law relating generally  
to the transaction of the affairs of

**EAST TORONTO FAMILY COMMUNITY CENTRE**

BE IT ENACTED as a by-law of East Toronto Family Community Centre (the "Corporation")  
as follows:

**ARTICLE 1  
HEAD OFFICE**

The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario,  
and at such place therein as the directors may from time to time determine.

**ARTICLE 2  
SEAL**

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

**ARTICLE 3  
OBJECTS ~~AND MISSION STATEMENT~~**

Our Objects of incorporation are: to establish and operate a community centre primarily for  
residents of the area bounded by Greenwood, Danforth, Broadview Avenues, and Queen  
Street East in Toronto, Ontario to provide low cost, easily accessible, culturally sensitive,  
educational, recreational and social services for the benefit of the general public.

Mission Statement: Eastview Neighbourhood community Centre is committed to improving  
the quality of life of residents in our catchment area. To this end, Eastview mobilized resource  
from a variety of public, private and community partners in order to:

- ~~Provided a community place that is welcoming, safe and open to all;~~

**Commented [S1]:** Let's delete this too

**Commented [KB2]:** This is in our Letters Patent and cannot be changed

- Offer programs and services to children, youth, families, older people and newcomers; and
- Create opportunities for community members to build supportive networks, learn new skills, access resources, contribute expertise and develop tomorrow's leaders.

**Commented [KB3]:** The Mission Statement should not be in our By-Laws. It makes it too hard to change

**Commented [S4]:** Agreed – Mission statements can change when strategic plans are updated

#### ARTICLE 4 HUMAN RIGHTS & HARASSMENT POLICY

The Board shall establish a policy of human rights & harassment to be expressed in measures governing all activities, formal and informal, within the corporation and beyond the Corporation, in any and all of its programs and activities, and shall devise enforcement mechanisms to ensure that this policy is vigorously maintained.

#### ARTICLE 5 BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of twelve (12) directors, each of whom at the time of her/his election has been a member of the corporation for thirty (30) days, attained the age of eighteen(18) years, and resides in the City of Toronto. In addition, eligible members may not be employees of the city of Toronto or any of its Agencies, Boards, commissions or Corporations, be the spouse, child or parent of a City council member, or be serving on another City Agency, Board commission or Corporation.

The majority of elected board members should reside in the area bounded primarily by Greenwood, Danforth and Broadview Avenues, and Queen Street East.

Voting members of the board may appoint non-voting members of the board as ex officio members. Each director must be at least 18 years of age and must be a member in good standing.

The Executive Director is an ex-officio non-voting member of the Board.

Each director shall be elected to hold office for a two-year term. Terms of the Board members shall be staggered so that the terms of some of the elected members shall expire at every Annual Meeting. A retiring director shall retain office until the dissolution or adjournment of the meeting at which a successor is elected. Any retiring director shall be eligible for re-election if otherwise qualified.

A director shall be eligible for re-election provided that she/he meets all the necessary requirements. No director may serve for more than four (4) consecutive terms, or eight years, whichever is longer. The election shall be by secret ballot. The members of the corporation may by resolution

**Commented [KB5]:** Since some people begin on a one-year term, their eighth year could be a 5<sup>th</sup> term

passed by at least two-thirds of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of her/his term of office, and may, by a majority of the votes cast at that meeting, elect any person in her/his stead for the remainder of the two-year term.

## ARTICLE 6 NOMINATIONS AND ELECTIONS, BOARDS OF DIRECTORS

The Executive committee shall also function as the Nominating Committee. The Executive Committee will make the Corporation membership and community aware of the nominating procedure at least ~~fourteen~~ seven (14/7) days in advance of the closing date for nominations. All named nominees shall have indicated their consent to stand for election in writing prior to the Annual Meeting.

**Commented [KB6]:** This is in keeping with ENCC By-Laws which were created first and with the next paragraph

Candidates nominated for the position of board member shall be recommended by the Executive committee or submitted to the Executive Committee at least seven (7) days prior to the Annual Meeting. The Executive Committee shall endeavour to submit a slate of nominees which will constitute a board which is representative of the constituencies served by the Centre and at least equal to the number of vacancies required to be filled at each Annual Meeting. The majority of candidates being presented on the slate must reside in the Centre's catchment area. ~~The President shall request and accept nominations from the floor at the Annual Meeting prior to the election.~~

**Commented [KB7]:** This statement contradicts the previous statement for nomination of candidates

If the number of nominees on the slate is less than or equal to the number of vacancies, elections to the Board shall be conducted publicly. If there are more nominees than vacancies, elections to the board shall be conducted by secret-ballot.

**Commented [KB8]:** This is the way Eastview has conducted elections for years dating back to before my time.

The eligible nominees for the board with the highest number of votes in an election at the Annual Meeting shall fill the number of vacancies and their names shall be forward to city Council for appointment to the Board.

## ARTICLE 7 VACANCIES, BOARD OF DIRECTORS

In the event of a vacancy on the board, other than a vacancy resulting from the removal of the director, the directors will, so long as a quorum of directors remains in office, elect a qualified person to serve as a Director for the remainder of the two-year term. If there is not a quorum of directors, the remaining directors shall forthwith call a special meeting of the members to fill the vacancy.

The eligible nominees for the board with the highest number of votes in an election at the Annual Meeting shall fill the number of vacancies and their names shall be forwarded to City council for appointment to the board.

A vacancy on the board of directors shall be declared upon the death, resignation or removal of a director, or the failure of a director to retain all the qualifications for membership on the board, or three unexcused absences from board meetings.

Any director may be recommended to City Council for removal at any time from the office of Board member by a motion passed by a two-thirds (2/3) majority vote at a special meeting of the membership duly called for the purpose.

#### ARTICLE 8 PROCEDURE BY-LAW

The board will adopt a Procedure By-law to address matters including board meetings, quorum, voting, officers, committees and other relevant issues.

No error or omission in giving notice for a directors' meeting shall invalidate such meeting or any proceedings taken at such meeting and any director may at any time waive notice of any such meeting and any ratify and approve of any or all proceedings taken or had thereat.

#### ARTICLE 9 PROWERS AND DUTIES, BOARD OF DIRECTORS

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

The powers and the duties of the board shall include:

- i Legal responsibility for the management, operation and maintenance of the Corporation
- ii Management of securities with a financial institutions(s) to be selected by the board;
- iii Maintenance of the continuity and identity of the Corporation in the community, representing in the Centre's decision-making process;
- iv Arranging for sufficient finances to support the Corporation's services and programs, determining the financial plan, ensuring that annual budget submissions are made, and reviewing all financial records and audits;
- v Identification of catchment area needs and service and programs to meet identified needs;
- vi Employment and supervision of the Executive Director as the senior staff person of the Corporation to represent the board within the day to day operation of the Corporation;

- vii Determining attendance requirements for members of the board at meetings of the board.
- viii Appointment of all special and standing committees and the prescribing of their terms of reference; and
- ix Appointment of employees and agents, and determining their remuneration by resolution from time to time.

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

#### ARTICLE 10 REMUNERATION OF DIRECTORS

The directors shall serve as such without remuneration and no directors shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

#### ARTICLE 11 EXECUTIVE COMMITTEE

The board of directors shall establish an Executive Committee which shall consist of the Chairperson, vice-Chairperson, Secretary and Treasurer, and such other officers as the Board of Directors may determine from time to time.

#### ARTICLE 12 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every director of the Corporation, and her/his heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:

All costs, charges and expenses whatsoever which such Director sustains or incurs on or about any actions, suit or proceeding that is brought, commenced or prosecuted against such member, for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by her/him, or about the execution of the duties of offices, except where such members have been convicted of a criminal offence in relation thereto, and except such costs, charges or expenses as are occasioned by such members' own willful neglect or default.

The Corporation may purchase and maintain insurance for the benefit of any director or officer thereof, except insurance against any liability, cost, charge or expense of the director or officer incurred as a result of a contravention of the Corporations Act.

### ARTICLE 13 EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts, documents and other instruments requiring execution on behalf of the Corporation in accordance with the Centre's Authorities Limits shall be signed by any two of the President, Vice-President, Treasurer, Secretary or Executive Director.

**Commented [KB9]:** Otherwise we will need a Board Member signing off an every small grant we receive

**Commented [KB11]:** Otherwise we will need a Board Member signing off an every small grant we receive

All cheques, notes, bills of exchange and other orders for the payment of money, shall be signed by any two of the President, Vice-President, Secretary, Treasurer, Executive Director, Finance Manager or Program Director; ~~at least one signatory shall be a volunteer~~ in accordance with the Centre's Authorities Limits.

**Commented [KB10]:** Our Finance Policies and Authorities Limits allow for staff to sign under \$5,000

The President, vice-President, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

### ARTICLE 14 BOOKS AND RECORDS

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

### ARTICLE 15 MEMBERSHIP

The individual members of the Corporation (hereinafter referred to as "members") shall be the applicants of the Corporation who pay the annual fee established by the members at the previous Annual Meeting and:

- i Who reside in the area which is primarily bounded by Danforth Avenue and Queen Street East, Greenwood and Broadview Avenues; or
- ii Who are interested in furthering the objects of the Corporation.

~~All other persons interested in Corporation's programs and activities and admitted by the board will be declared associate members. Associate members shall enjoy all the privileges and responsibilities of membership, except those of voting at Annual and special meetings of the members, and standing for election to the Board~~

~~Life membership may be awarded to a member at an Annual Meeting in recognition of his or her longstanding friendship or service to the Corporation. Such members shall have full voting rights and shall have their annual membership fee waived.~~

**Commented [KB12]:** We should only have one category of membership otherwise we could have voting challenges. We currently do not have Associate Members or Life Members

Employees and agents of the Corporation shall not be eligible for membership in the Corporation. The board may from time to time determine such other membership classification(s) as it deems are in the best interest of the Corporation.

Members may resign in writing which shall be effective upon acceptance thereof by the board. Any member may be required to resign by a vote of two-thirds of members present at an Annual or special meeting of the members. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by her/him to the Corporation prior to acceptance of her/his resignation.

Each member in good standing shall be entitled to one vote on each question arising at any Annual or special meeting of the members subject to the processes and limitations set forth in these By-laws, as amended from time to time.

Each member may participate in the activities of the committees of the Corporation and vote on all matters brought before those committees of which they are members and receive information periodically about the Corporation and its programs. Each member shall receive the rights and considerations offered to them by the various programs in the Corporation.

#### ARTICLE 16 MEMBERSHIP FEES

In the event that membership fees or dues are set by the members at an Annual Meeting of the members, every member must pay such membership fees or dues annually in order to retain membership in the Corporation and in order to maintain good standing, providing that membership fees may be waived by the board upon request or for good cause. The members shall, from time to time at the Annual meeting, establish the membership fees ~~for the various categories of membership~~ on an annual basis, and shall ensure maintenance of up-to-date records of members in good standing.

**Commented [KB13]:** See comment above on membership

ARTICLE 17  
ANNUAL AND SPECIAL MEETING OF MEMBERS

The Annual or any other special meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board may determine and on such day as the said directors shall appoint. The Annual Meeting shall be held as soon as practicable following the Corporation's fiscal year end.

Notice of the Annual Meeting shall be given at least thirty (30) days in advance and in such manner as to ensure that members have reasonable opportunity to receive such notice.

The purpose of the Annual Meeting shall be to receive reports on the Corporation's objects/Mission Statement and the major activities undertaken during the preceding fiscal year and plans for the upcoming year, to receive the audited financial statement, to appoint auditors for the ensuing year and fix their remuneration, to receive nominations for and elect the Directors, to hear reports of committees and to transact such other business as is approved by the members.

A quorum for the transaction of business at any meeting of the members shall be 15 members.

The board may call a special meeting of the membership at any time by passing a motion. As well, special meetings of the membership must be called by board upon the request, in writing, of at least twenty-five (25) members of the Corporation, signed by them and stating the business of the proposed meeting. Notice of any such special meeting, stating the purpose for such a meeting, shall then be given to the Corporation's members in the same manner as for Annual Meetings at least fourteen (14) days prior to the meeting and shall state the nature of the business to be transacted at such meeting. The only business to be transacted will be that for which the meeting is called. A special meeting so requested shall be held not later than six weeks after the date on which the request was submitted to the board.

ARTICLE 18  
ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any Annual or special meeting or any adjourned meeting of the members of the Corporation 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 or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be her/his last address recorded on the books of the Corporation.

ARTICLE 19  
ADJOURNMENTS

Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 20  
VOTING OF MEMBERS

Only each member of the Corporation who have obtained their membership at least thirty (30) days prior to the date of the meeting shall at all meetings of members be entitled to one vote.

A proxy appointed by a voting member shall himself or she be a member, and before voting shall produce and deposit with the Secretary sufficient appointment in writing. No voting member shall be entitled either in person or by proxy to vote at meetings at the Corporation unless he or she has paid any membership fee payable by him or her.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the corporation, or by law.

Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any 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 Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a 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 or by proxy, 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 Corporation in the meeting upon the matter in question. In case of an equality votes at any Annual or special meeting, whether upon a show of hands or at a poll, the question is defeated.

ARTICLE 21  
FINANCIAL YEAR

Unless otherwise ordered by the board, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year.

ARTICLE 22  
DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the board. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board and such authority may be general or confirmed to specific instances.

ARTICLE 23  
NOTICE

Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally, electronically or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at her/his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post or electronically shall be held to be received four days after the same was deposited in a post office or public letter-box as aforesaid. For the purpose of sending any notice the address of any member, director or officer shall be her/his last address as recorded on the books of the corporation.

**Commented [KB14]:** I just wanted to update this to include electronic notice

ARTICLE 24  
DISSOLUTION

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations (within the meaning of the Income Tax Act of Canada) which carry on their work in Ontario.

ARTICLE 25  
OPERATIONS WITHOUT PECUNIARY GAIN

The Corporation's activities shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.

ARTICLE 26

## CONFLICT OF INTEREST

Every director who is in any way directly or indirectly financially interested in an existing or proposed transaction or who otherwise has a conflict of interest shall declare the interest, and shall abstain from discussion and voting in respect of the matter over which a conflict was declared. Every disclosure of interest shall be recorded in the minutes of the meeting.

## ARTICLE 27 CONFLICT WITH OTHER BY-LAWS OR STATUTES

If this By-Law conflicts with legislation or policy of the provincial or federal government, the provincial or federal legislation and policy will prevail.

## ARTICLE 28 INTERPRETATION

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

## ARTICLE 29 RULES OF ORDER

Robert's Rules of Order — simplified shall govern meetings in all cases in which they are applicable, and in which they are not inconsistent with the By-Laws of the Corporation.

## ARTICLE 30 AMENDMENTS

Any by-law of the corporation may be amended by a resolution passed by the board and confirmed by a two-thirds majority of the votes cast at an annual or special meeting of the members duly called for that purpose. Amendments may be proposed by any member provided that such a proposal is presented to the board at a regularly scheduled board meeting at least fourteen days prior to the last date by which the board is required to give notice of the Annual or special meeting at which they are to be voted upon. The board shall include in the notice for such an Annual or special meeting its intention to amend the by-laws and shall post the text of any proposed amendment at the head office of the Corporation not less than seven (7) days in advance of the proposed date of such a special meeting or thirty days in advance of the proposed date of such Annual Meeting.