

BY-LAW NO. 1
being the General By-law of

YORK WEST SENIOR CITIZENS CENTRE
(the “Corporation”)

SECTION 1- DEFINITIONS

1.1 Defined Terms

In this by-law and all other by-laws, special resolutions and resolutions of the Corporation, unless the context otherwise specifies or requires:

- (a) “Act” means the *Corporations Act* (Ontario), R.S.O. 1990, chap. C38, as from time to time amended, and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the amended or substituted provisions therefore in the new statute or statutes;
- (b) “By-law” means any By-law of the Corporation from time to time in force and effect;
- (c) “Letters Patent” means the Letters Patent and any supplementary letters patent of the Corporation; and
- (d) “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the amended or substituted provisions therefore in the new regulations.

SECTION 2- SEAL

2.1 Seal

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

SECTION 3 – BOARD OF DIRECTORS

3.1 Duties and Number

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors currently consists of twelve (12) directors. The number of directors may be increased or decreased by special resolution from time to time passed by the voting members of the Corporation.

3.2 Director Qualification

Every director shall be eighteen (18) years or more of age, and, shall be a voting member of the Corporation or shall become a voting member of the Corporation within ten (10) days after election or appointment as a director and shall not be an undischarged bankrupt and shall be a resident of Canada.

3.3 Election and Term of Directors

Subject to the provisions of this By-law, directors shall be elected at an annual meeting of the voting members. The directors' term of office shall be approximately two (2) years beginning on the date of the meeting at which they are elected until the second following annual meeting or until their successors have been elected. Retiring directors shall be eligible for re-election.

3.4 Vacancies

The office of a director shall be vacated upon the occurrence of any of the following events:

- (a) if the director does not within ten (10) days after election or appointment as a director become a voting member, or ceases to be a voting member of the Corporation;
- (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent pursuant to the *Bankruptcy and Insolvency Act*;
- (c) if an order or determination is made declaring him/her to lack mental capacity or to be incapable of managing his/her affairs;
- (d) if the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (e) if at a special meeting of the voting members, a resolution is passed by at least two-thirds ($\frac{2}{3}$) of the votes cast by the voting members at the special meeting removing the director before the expiration of the director's term of office; or
- (f) if the director dies.

3.5 Filling Vacancies

A vacancy occurring in the Board of Directors shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any director by the voting members in accordance with paragraph 3.4(e) above, it may be filled upon the vote of a majority of the voting members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- (b) any other vacancy in the Board of Directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the voting members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any voting member;
- (c) otherwise such vacancy shall be filled at the next annual meeting of the voting members at which the directors are elected.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

3.6 Executive Committee

In the event that the number of directors on the Board is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and may delegate to such executive committee any of the powers of the Board of Directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the Board of Directors. Subject to the By-laws and any resolution of the Board of Directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the Board of Directors or, failing such determination, as determined by the executive committee, the provisions of paragraphs 4.1, 4.2 and 4.5 hereof, shall apply, with necessary modifications to the executive committee. Any executive committee member may be removed by resolution of the Board of Directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

3.7 Other Committees

The Board of Directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board of Directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Directors may from time to time make. Any committee member may be removed by resolution of the Board of Directors. The Board of Directors may fix any remuneration for committee members who are not also directors of the Corporation.

3.8 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 a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

SECTION 4 -MEETINGS OF DIRECTORS

4.1 Place of Meetings

Meetings of the Board of Directors may be held either at the head office or at any place within Ontario.

4.2 Notice

A meeting of directors may be convened by the President, a Vice-President who is a director or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. Notice of any such meeting shall be served in the manner specified in Section 12 of this By-law not less than two (2) days before the meeting is to take place; provided always that a director may waive notice of a meeting. Attendance of a director at a meeting shall constitute a waiver of notice, provided that meetings of directors may be held at any time without notice if all the directors are present or if all of the absent directors waive notice before or after the date of such meeting.

4.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

4.4 Regular Meetings

The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be delivered to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

4.5 Quorum

The number of directors which shall form a quorum for the transaction of business shall be a majority of the directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

4.6 Voting

Each director present at the meeting is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

4.7 Resolution in Lieu of Meeting

A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors, or committees of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

SECTION 5 - POWERS OF DIRECTORS

5.1 Administer Affairs

The Board of 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, generally, may exercise all such other powers and do all such other acts and things as the Corporation by its Letters Patent or otherwise is authorized to exercise and do.

5.2 Expenditures

The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

5.3 Fund Raising

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

5.4 Agents and Employees

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

5.5 Remuneration of Agents and Employees

The remuneration of agents, employees and committee members may, subject to the other provisions of this By-law, be fixed by the Board of Directors by resolution.

SECTION 6 - OFFICERS

6.1 Appointment

The Board of Directors shall bi-annually or more often as may be required, elect a President and Secretary, from among themselves and if deemed advisable may appoint annually or more often as may be required one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers. Each officer to be elected or appointed by the Board of Directors must also and concurrently be a director of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The Board of Directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

6.2 Vacancies

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director;
- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) that officer's removal; or
- (f) that officer's death.

If the office of any officer of the Corporation shall be or become vacant the directors by resolution may appoint a person to fill such vacancy.

6.3 Remuneration of Officers

The remuneration of all officers appointed by the Board of Directors may be determined from time to time by resolution of the Board of Directors. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

6.4 Removal of Officers

All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

6.5 Duties of Officers may be Delegated

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

6.6 Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include:

- (a) President: The President shall preside at all meetings of the directors, members and voting members of the Corporation as Chairperson. The President shall be charged, in co-operation with the Executive Director of the Corporation and the Treasurer, with the financial management of the Corporation. The President shall attend and represent the Corporation at such meetings that are deemed necessary by the Board of Directors of the Corporation.
- (b) Past President: The Past President shall serve as an advisor and voting member of the Board of Directors and shall assume such tasks as from time to time shall be requested by the Board of Directors.

- (c) Vice-President: The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President(s) shall perform such duties as requested by the President.
- (d) Secretary: The Secretary shall give or cause to be given notices for all meetings of the Board of Directors or the executive committee, if any, the members, and the voting members when directed to do so and have charge of the corporate seal of the Corporation, the minute book of the Corporation and of the documents and registers referred to in Section 300 of the Act. The Secretary shall attend all meetings of the Board of Directors and voting members and record all proceedings. The Secretary shall receive and conduct all Board of Director correspondence.
- (e) Treasurer: Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall cause them to be deposited in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records and shall prepare, or cause to be prepared, by the necessary due dates, all reports as required, including an account for transactions in a report for the auditors, a report to the membership and charitable returns and reports. The Treasurer shall perform all duties incident to the office of Treasurer, subject to control or direction of the Board of Directors.
- (f) Executive Director: The Board of Directors may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the voting members) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.

SECTION 7 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

7.1 For the Protection of Directors and Officers

Except as otherwise provided in the Act no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys 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 including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

7.2 Indemnities to Directors and Others

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

7.3 Validity of Actions

No act or proceeding of any director or the Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or the Board of Directors.

7.4 Directors' Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

SECTION 8 - MEMBERSHIP

8.1 Entitlement

The Corporation shall be open for membership to all persons fifty-five (55) years of age and older and residing in the Greater Toronto Area.

A yearly membership fee of an amount determined by the Board of Directors on an annual basis shall be charged for the period of a calendar year from January 1st to December 31st. The Board of Directors shall have the authority to set different fees for different classes of members if such different classes are authorized by the Corporation's by-laws. A member may withdraw from the Corporation at any time without notice. A membership may not be transferred and the membership fee is not refundable. The Board of Directors shall have the authority to refuse or suspend membership to any person for rightful cause or reason, in their opinion.

8.2 Membership Classification

There shall be two classes of members of the Corporation, namely, voting members and non-voting members.

8.3 Voting Members

A voting member is an individual who has been admitted into the membership and has paid the yearly membership fee for voting members. Voting members shall be entitled:

- (a) subject to payment of any activity/event fee that may apply, to participate in all activities and events held by the Corporation;
- (b) to receive notice of, attend and vote at all meetings of the voting members and will be entitled to one (1) vote per voting member; and
- (c) to vote on any amendment to the Letters Patent or By-laws or any matter requiring the vote, approval or consideration of the voting members.

8.4 Non-Voting Members

A non-voting member is an individual who has been admitted into the membership and has paid the yearly membership fee for non-voting members. Non-voting members shall be entitled:

- (a) subject to payment of any activity/event fee that may apply, to participate in all activities and events held by the Corporation; and
- (b) to convert the non-voting membership into a voting membership at any time upon payment of the required fee.

Non-voting members are not entitled to receive notice of or vote at any meeting of the voting members of the Corporation, but are entitled to attend such meeting.

SECTION 9 - VOTING MEMBERS' MEETINGS

9.1 Annual Meeting

The annual meeting of the voting members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. Notwithstanding, the annual meeting shall be held within fifteen (15) months after the holding of the last preceding annual meeting.

9.2 General Meetings

Other meetings of the voting members may be convened by order of the President or a Vice-President by the Board of Directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. The Board of Directors shall call a general meeting of voting members on written requisition of not less than one-tenth of the voting-members.

9.3 Notice

Ten (10) days' written notice shall be given in the manner specified in Section 12 to each voting member of any annual or special general meeting of voting members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

9.4 Waiver of Notice

A voting member and any other person entitled to attend a meeting of voting members may in any manner waive notice of a meeting of voting members and attendance of any such person at a meeting of voting members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.5 Error or Omission in Giving Notice

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the voting members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of voting members.

9.6 Quorum

A quorum at any meeting of the voting members shall be persons present being not less than two in number and being or representing by proxy not less than two voting members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business.

9.7 Chairperson of the Meeting

In the event that the President is absent and there is no Vice-President present, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

9.8 Voting

Every question submitted to any meeting of voting members shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by this by-law. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

No voting member shall be entitled either in person or by proxy to vote at meetings of voting members of the Corporation unless the member has paid all dues or fees, if any, then payable by the voting members.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

SECTION 10 - EXECUTION OF INSTRUMENTS

10.1 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two of the following officers: President, Past President, Vice-President, Treasurer, Secretary or Executive Director and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term contracts, documents or instruments in writing as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

SECTION 11 - CHEQUES, DRAFTS, NOTES, ETC.

11.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

SECTION 12 - NOTICES

12.1 Service

Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail, facsimile or by electronic transmission to any such member or director at their latest address, facsimile number or email address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

SECTION 13 - AUDITORS

13.1 Auditors

Unless the Corporation qualifies under the exemption in Section 96.1 of the Act, the voting members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to voting members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the voting members or by the directors if they are authorized to do so by the voting members and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The voting members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor’s term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor’s stead for the remainder of the term.

SECTION 14 - EFFECTIVE DATE

14.1 Effective Date

This by-law shall come into force when made by the Board of Directors in accordance with the Act.

14.2 Repeal

All previous By-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any By-laws 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 pursuant to, or the validity of any Letters Patent or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the members or the Board of Directors or a committee of the Board of Directors with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

PASSED by all of the directors the day of October, 2009.

President

Secretary

CONFIRMED by all of the members the day of October, 2009.

President

Secretary