

## **PARKDALE COMMUNITY LEGAL SERVICES INC.**

(the “Corporation”)

### **AMENDED AND RESTATED BYLAW**

A bylaw (referred to as the “Bylaw”) relating generally to the transaction of the affairs of the Parkdale Community Legal Services Inc., a Corporation without share capital incorporated under the *Ontario Corporations Act* (Ontario Corporation Number 428891).

#### **A. HEAD OFFICE**

1. The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario.
2. The board of directors of the Corporation (referred to as the “Board of Directors” or “Board”), may from time-to-time decide where the head office is to be located within the City of Toronto. Individuals serving on the Board of Directors shall be referred to as “Director(s)”.

#### **B. SEAL**

3. The seal stamped below is the Corporation's corporate seal.

#### **C. SERVICE AREA**

4. The Corporation's service area shall be in the City of Toronto and bounded on the east by Ossington Avenue to Queen Street West and south of Queen Street by Strachan Ave, on the north by Bloor Street, on the west by the Humber River, and on the south by Lake Ontario. These boundaries may be changed from time-to-time by the Board of Directors, but such change must be ratified by a favourable vote of at least two-thirds of the members of the Corporation present and voting on the matter at a general or annual meeting before becoming effective.

#### **D. MEMBERSHIP**

##### ***Membership Criteria***

5. There shall be three classes of membership in the Corporation as set out below. In these Bylaws, members refer to members of all classes unless otherwise specified.
6. Class A members are general members of the organization and consist of persons who are members of the Corporation at the time this provision of these Bylaws comes into force and any person 18 years of age or over, who support the objects and activities of the Corporation, and who:
  - a. has their residence within the service area determined pursuant to section 4 of these Bylaws and has applied for and been accepted as a Class A member of the Corporation;

- b. is a graduate of Osgoode Hall Law School and has been a student in the Poverty Law Intensive Program at Parkdale and has applied for and been accepted as a Class A member of the Corporation;
  - c. meets the qualification for election to the Board of Directors as a Class A Director, has been elected to the Board of Directors, and is currently serving as a Class A Director; or
  - d. has been granted honorary membership by resolution of the Board of Directors, in recognition of the service to the Corporation or in promotion of the objects of the Corporation.
7. Class B members consist of individuals who are students registered in the Poverty Law Intensive Program at Parkdale for the current academic year. An academic year is from the beginning of the Fall term to the end of the Summer term.
8. The sole Class C member is the Dean of Osgoode Hall Law School of York University.

***Class A and B Membership Registration***

9. A person satisfying the membership criteria set out in sections 6 or 7 may apply as a Class A or B member of the Corporation by completing the membership form adopted by the Board of Directors from time to time and delivering the form to the place of business of the Corporation, by hand, ordinary mail, fax, or email. Applicants satisfying the membership criteria at sections 6 or 7 will be registered as Class A or B members in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. The Board shall approve the membership application or may delegate approval and registration of the members to a committee or person.

***Members in Good Standing***

10. A member in good standing under these Bylaws is:
- a. a member who has not been suspended by the membership pursuant to these Bylaws; and
  - b. a member who meets all qualifications for membership in a particular class as set out in the Bylaws.
11. Each Class A member of the Corporation in good standing is entitled to notice of, to attend and to vote at meetings of members of the Corporation, subject to election registration criteria as set forth in these Bylaws. Each Class B and Class C member is entitled to notice of, and to attend meetings of members of the Corporation, but shall not be entitled to vote except for the purposes of electing the Class B or Class C Director as set out in these Bylaws. Where these Bylaws refer to voting members of the Corporation, this shall refer to Class A members only.

### ***Member Cessation***

12. A member shall cease to be a member of the Corporation:
  - a. by delivering a resignation in writing to the Corporation;
  - b. upon their death; or
  - c. on being a member not in good standing (suspended by membership or does not meet all qualifications for membership in a particular class).

### ***Suspension or Expulsion of Class A Members***

13. The voting members of the Corporation may, by a resolution duly passed at a general meeting by at least two-thirds of the votes cast at the meeting, suspend or expel any Class A member. The notice of the resolution shall include a brief statement of the reason for the proposed suspension or expulsion and the person who is the subject of the proposed action is entitled to an opportunity to be heard at the general meeting before the resolution is put to a vote.

## **E. BOARD OF DIRECTORS**

### ***Board Composition***

14. The Board of Directors shall consist of a minimum of 11 and a maximum of 15 Directors, the exact number shall be fixed by special resolution of the voting members of the Corporation. Ideally, the composition of the Board shall consist of 13 members who shall reflect the diversity which characterizes the neighbourhoods of Parkdale and Swansea Mews. Subject to the Board Appointments section below, one Director on the Board of Directors shall be elected by only Class B members and four Directors on the Board of Directors shall be elected by the Class C member.
15. In order to be eligible for appointment by the Board of Directors or election to the Board of Directors by Class A members, or to remain a Director, a person must be:
  - a. over the age of eighteen;
  - b. supportive of the objects and activities of the Corporation; and
  - c. one of the following:
    - (i) a resident in the catchment area defined in section 4 (the "catchment area"); or
    - (ii) a person who has employment located in the catchment area, or
    - (iii) a person who has significant contacts with people who would be eligible to be served by the Corporation, or

- (iv) a person who reasonably reflects the population of the catchment area and has a variety of interests within the catchment community, or
- (v) a person with experience in the areas of practice within the activities of the Corporation or with people who would be eligible to be served by the Corporation; or
- (vi) a person who has knowledge, skills, and experience identified as a priority for Board recruitment by the Board of Directors; or
- (vii) a person who otherwise meets the qualifications to be a Director as set out in these Bylaws.

An elected Director who ceases to satisfy the eligibility requirements of section 15 (c), can serve out the rest of the term, if supported by the ordinary resolution of the Board of Directors.

### ***Election of Directors***

- 16. The Corporation's Class A members entitled to vote at the annual meeting will, subject to Section 18 and 19 below, elect Directors (the "Class A Directors"). Class A Directors shall serve for a two year term that expires at the second annual meeting following their election. Class A Directors shall serve no more than three successive two year terms.
- 17. The Corporation's Class B members entitled to vote in the Class B members' election are entitled to elect one Director (the "Class B Director") who must be enrolled as a full time student at Osgoode Hall Law School at the time of election and be a current or past student of the Poverty Law Intensive Program. The Class B Director will serve for a one year term. The election of the Class B Director under these Bylaws takes place after the business portion of the annual members meeting has concluded.
- 18. The Corporation's Class C member are entitled to elect four Directors (the "Class C Directors") in accordance with the current Bylaws and giving consideration to the priorities for candidates for the Board of Directors, as adopted from time to time by the Board of Directors and whose legal and/or academic background will complement the diversity of the Parkdale and Swansea communities and support the objects and interests of the Corporation. At least one of the Directors elected by the Class C member will be a member of the full time tenure stream faculty at Osgoode Hall Law School. The Class C Directors serve for a two year term which shall end at the close of the second annual meeting following the their election.

### ***Nomination of Directors***

- 19. The Membership and Community Participation Committee ("Membership Committee") of the Board of Directors recruits candidates to be nominated to run for election as Class A Directors pursuant to the Bylaws, and the guidelines and priorities for candidates adopted by the Board of Directors from time to time. The Membership Committee may seek advice from any client, neighbourhood, or local social service

entities or any stakeholder organizations, or advertise in order to identify candidates. The Membership Committee will recommend candidates who are elected by the Class A membership class to the Board of Directors for presentation at the meeting.

20. In addition to the Membership Committee recommending Class A Director candidates, any two Class A members in good standing may nominate another Class A member in good standing who meets the qualifications set out in the Bylaws for election as a Class A Director, by delivering the nomination in writing to the office of the Corporation at least two business days prior to the date set for the annual meeting at which Class A Directors are to be elected, accompanied by the nominee's written consent to act as a Director.

#### ***Ex-officio Director***

21. The Academic Director of the Poverty Law Intensive Program at Parkdale shall be appointed to the Board of Directors to serve as a Director for as long as they remain the Academic Director.

#### ***Advisory Roles***

22. A staff member appointed by the employees of Parkdale Community Legal Services will be entitled to attend meetings of the Board of Directors in an advisory capacity, but will not be entitled to vote at the meetings, and may be asked to leave "in camera" portions of the Board meetings, and will not be counted as a Director for the purposes of Board composition or quorum.
23. During each academic year, two students appointed by the students registered in the Poverty Law Intensive Program for the current academic year will be entitled to attend meetings of the Board of Directors in an advisory capacity, but will not be entitled to vote at the meetings, may be asked to leave "in camera" portions of Board meetings, and will not be counted as a Director for the purposes of Board composition or quorum. An academic year is from the beginning of the Fall term to the end of the Summer term.
24. If the Treasurer is not a Director at the time of their election as Treasurer, then the Treasurer will be entitled to attend meetings of the Board of Directors in an advisory capacity, but will not be entitled to vote at the meetings, may be asked to leave "in camera" portions of Board meetings, and will not be counted as a Director for the purposes of Board composition or quorum.

### **F. DIRECTORS AND OFFICERS**

#### ***Duties of Directors***

25. The Board of Directors may administer the Corporation's business in all respects and may enter into contracts on behalf of the Corporation and, except as specifically limited by these Bylaws and its letters patent, may exercise all other powers and do all other acts and things as the Corporation is authorized to do.

### ***Election of Co-Chairs***

26. The Directors will, at their first meeting following the annual general meeting, elect from amongst the Directors two Co-Chairs.
27. The Co-Chairs will hold office until the Board of Directors duly elects their successors, subject to their removal from office.

### ***Election of Treasurer***

28. The Directors will, at their first meeting following the annual general meeting, elect a Treasurer. For greater clarity, at the time of the election the Treasurer may be, but need not be, a Director.
29. The Treasurer will hold office until the beginning of the first meeting following the annual general meeting, subject to their removal from office.

### ***Multiple Offices***

30. No Director may hold more than one office.

### ***Duties of the Co-Chairs***

31. The Co-Chairs will:
  - a. lead the Board of Directors in their duties, supervise officers in the execution of their duties, oversee the governance of the Corporation and the general management and administration of its business;
  - b. chair the general and annual meetings of members and the meetings of the Board of Directors, in rotation or as otherwise agreed by the Co-Chairs;
  - c. perform the duties of a President of the Corporation for the purposes of the *Corporations Act* and its successor legislation the *Not-for-profit Corporations Act (Ontario)*; and
  - d. perform any other duties that the Board of Directors may, from time to time, delegate to the Co-Chairs.

### ***Duties of the Treasurer***

32. The Treasurer will:
  - a. ensure that such financial records, including books of accounts, as are necessary to comply with all applicable legislation including the *Corporations Act* and its successor legislation the *Not-for-profit Corporations Act (Ontario)*, are kept by the Corporation in good order;
  - b. ensure that financial statements to the Directors and members are provided when required;

- c. present quarterly financial reports to the Board of Directors; and
- d. present audited financial statements of the Corporation to the membership at annual meetings.

### ***Executive Committee***

- 33. There will be an executive committee of the Board composed of the officers of the Board being the Co-chairs and the Treasurer and such other officers as the Board may appoint from time to time, and any other Board Member appointed by the Board. The executive committee will exercise routine board management powers not requiring major policy decisions where an immediate decision is required and shall exercise all powers delegated to it by the Board of Directors as permitted under the *Corporations Act* and its successor legislation the *Not-for-profit Corporations Act (Ontario)*. All decisions of the executive committee shall be reported to the Board at the next meeting of the Board following such decisions, but no ratification of such decisions is necessary. A quorum of the executive committee is two members, and the executive committee shall transact business only at meetings where a quorum is present at the beginning of the meeting.

## **G. BOARD MEETINGS**

### ***Quorum and Chairing***

- 34. A quorum for a meeting of the Board is two-fifths of the Directors. The Board will transact the business of the Corporation only at meetings where a quorum of Directors is present at the beginning of the meeting. Minutes of board meetings will note whether there was a quorum present at the beginning of the meeting. One of the Co-Chairs will chair the Board of Directors meetings. If neither is present within 15 minutes of the start of the meeting, then Directors may elect a Chair from amongst themselves to conduct the meeting.

### ***Place of Meetings***

- 35. The Board may hold its meetings at the Corporation's office or at any other place it decides by majority vote, provided the meetings are always held in the City of Toronto. As necessary, Board members may participate and vote in the meeting by phone or other electronic communication system that allows for simultaneous communication.
- 36. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be decided by the Board. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed.

### ***Notice of Regular Meetings***

- 37. Notice of regular meetings of the Board will be communicated to each Director personally or by telephone, facsimile transfer, e-mail, or hand delivery at least two days before the meeting, or by regular mail provided that the notice is posted at least four days before the meeting.

### ***Special Meetings***

38. Special meetings of the Board may be called by the Co-Chairs, and will be called by a Co-Chair on the written request of any two Directors.

### ***Notice of Special Meetings***

39. Notice of special meetings of the Board will be communicated to each Director personally or by telephone, facsimile transfer, e-mail or hand delivery at least one day before the meeting, or by regular mail provided that the notice is posted at least four days before the meeting.

### ***Notice Period***

40. The day of giving the notice and the day of the meeting shall be excluded for purposes of determining whether or not the appropriate period of notice has been given under paragraph 39 or 41.

### ***Voting***

41. A simple majority of votes cast by those Directors in attendance suffices to pass any motion before the Board. Voting shall be by show of hands, or, if a Director asks for a ballot, by ballot. An abstention shall not be considered as a vote cast. In the case of a tie, the motion is defeated. The Chair of the Board meeting is entitled to vote on any motion before the Board, but shall not have a casting vote to break a tie.

### ***Minutes of Meetings***

42. The Corporation shall be responsible for keeping an accurate record of the minutes, including whether quorum was present at the beginning of the meeting, and all resolutions passed and defeated.

### ***No Remuneration***

43. Directors receive no remuneration for being Directors of the Corporation, but the Corporation may reimburse Directors for their reasonable expenses incurred in connection with the business of the Corporation.

### ***Indemnification***

44. The Corporation will indemnify and save harmless each Director, and their heirs, executors and administrators, and estates and effects, from time to time and at all times from and against:
- a. all costs, charges and expenses whatsoever that the Director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in the execution of their duties as a Director or officer of the Corporation, and



- b. all other costs, charges and expenses that the Director sustains or incurs in or about or arising from or in relation to the affairs of the Corporation, except any costs, charges or expenses a court of competent jurisdiction determined arose as a result of the Director's own wilful misconduct or negligence.

### ***Resignation by Board Member***

- 45. A Director, may, at any time, resign by notice in writing delivered to a Co-Chair of the Board.

### ***Suspension & Permanent Removal of Board Member***

- 46. The Board, by ordinary resolution will have the power to recommend to the membership that a Director be removed from office where the Director:
  - a. misses three consecutive board meetings even though in each case the Director has given prior notice thereof to the Board; or
  - b. misses one third of the total number of Board meetings in a twelve-month period; or
  - c. is alleged to have committed acts of gross misconduct, malfeasance, conduct unbecoming a Director, or actions contrary to the best interests of the Corporation. Conduct unbecoming a board member includes acting contrary to their oath of office, or conducting them in a manner contrary to the Code of Conduct.

The procedure to recommend removal to the membership is as follows:

- (i) If a problem exists regarding a Director, a Co-Chair will promptly contact the Director to discuss the problem.
- (ii) The Director's response will be shared by the Co-Chair with the entire Board at the next Board meeting.
- (iii) In that meeting, the Board will decide what actions to take regarding the Director's future membership on the Board.
- (iv) If the Board decides to consider recommending the Director's removal to the membership or requesting their resignation, this matter will be decided by a majority vote of Directors (other than the Director in question) present and voting on the matter.
- (v) If the Board decides to recommend the Director's removal to the membership class that elected them, then a Co-Chair will call the Director and notify the Director of the Board's decision to suspend their membership on the Board.

- (vi) If the Board decides to request the Director's resignation, the Co-Chair will request a letter of resignation from the Director to be received within the next two weeks. The Co-Chair will also request the Director to return their board manual to the Corporation by dropping it off at a specified location over the next two weeks.
- (vii) Should the Director fail to submit a letter resigning from the Board within the two week period, the question of whether or not the Board should recommend that the membership class that elected the Director remove the Director will be decided by a majority vote of Directors (other than the Director in question) present and voting on the matter at the first meeting after the meeting that decided that the Director's resignation should be requested. The Director who has been asked to resign is entitled to attend and be heard at this meeting, but shall not take part in any vote.
- (viii) Where the Board decides to recommend to a class of members that a Director be removed, the Board will call a general members meeting in accordance with the *Corporations Act*, or its successor legislation the *Not-for-profit Corporations Act (Ontario)*, to consider the removal of the Director. For clarity, where a Director is elected by a specific membership class, the Board must only recommend to that membership class, and not the entire membership, that the Director be removed.

#### ***Temporary Removal***

- 47. The Board shall have the power to and may remove for the balance of the meeting any Director who is, in the opinion of a simple majority of the Board expressed by resolution and vote to that effect, disrupting a meeting.

#### ***Vacating***

- 48. A Director elected by the Class A membership of the Corporation will cease to be a Director, and will be replaced in accordance with these Bylaws if the Director:
  - a. has missed three consecutive meetings without providing notice to the board and/or a reason satisfactory to the Board;
  - b. becomes bankrupt, makes any assignment in bankruptcy or is declared insolvent; or
  - c. is found to be incapable of managing property under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* or incapable by any court in Canada or elsewhere.

#### ***Replacement of Class A Director***

- 49. Where a person elected to the Board by the Class A membership has resigned, vacated, or died, or been permanently removed, the Board may appoint a new Director

who meets the eligibility qualifications of section 15 and the term of that Director will end at the next annual meeting of the Corporation following the appointment.

50. The Board may, from time to time, appoint additional Directors who meet the eligibility qualifications of section 15, so long as the number of additional Directors does not exceed one third of the number of Directors elected at the last annual meeting of the Corporation, and the term of those Directors will end at the next annual meeting of the Corporation following the appointment.

#### ***Replacement of Class B Director***

51. Where the Class B Director has resigned, vacated, died, or otherwise been removed from office, the Board will replace the Class B Director with the candidate who received the next highest number of votes in the most recent election for the Class B Director, provided the candidate is still qualified to serve as Class B Director, or if not possible, then the Board will call a meeting of Class B Members to elect a new Class B Director.

#### ***Replacement of Class C Directors***

52. Where a Class C Director has resigned, vacated, died, or otherwise been removed from office, then the Board will call a meeting with the Class C Member to elect a replacement.

#### ***Membership and Community Participation Committee***

53. The Board will appoint a Membership and Community Participation Committee to communicate with the residents of the Corporation's service area about the Corporation, to recruit Class A members, to serve as a nominating committee for Board elections and committees, to organize and conduct the annual meeting and the elections for Class A Directors (including determining the number of vacancies to be filled through the elections) and to be responsible for the orientation of new Directors, all subject to these Bylaws.

#### ***Other Committees***

54. The Board may establish such standing and ad hoc committees as it sees fit, and may appoint Directors and non-board members to these committees. The Board shall, when establishing any committee, set out the purposes of the committee, its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the Board of Directors. Each Board committee shall elect a Committee Chair, who will provide a report at each meeting of the Board. Unless otherwise determined by the Board, non-board members sitting on committees shall be entitled to vote on motions before the committees on which they sit.

### **H. MEETINGS OF MEMBERS**

#### ***Meetings Called by Directors***

55. The Directors may, from time to time, call a general meeting of the Corporation.

### ***Meetings Called by Members***

56. The Directors will call a general meeting of the Corporation if at least ten members of the Corporation request in writing that a general meeting be called or if required to call a general meeting pursuant to the *Corporations Act* and its successor legislation the *Not-for-profit Corporations Act (Ontario)*.

### ***Adjournments***

57. Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

### ***Chair***

58. One of the Co-Chairs will chair the general and annual meetings of the members. If neither is present within 15 minutes of the start of the meeting, then the Chair of the Membership and Committee will conduct the meeting. If the Chair of the Membership Committee is also not present within 15 minutes of the start of the meeting, then members may elect a member of the Board of Directors to conduct the meeting.

### ***Quorum***

59. A quorum for general and annual meetings is ten members.

### ***Conduct of Meetings***

60. The following provisions apply to meetings of members:
- a. Subject to these Bylaws and the *Corporations Act* and its successor legislation the *Not-for-profit Corporations Act (Ontario)*, at any meeting of the members, the members may consider and transact any business, except the removal of a Director, without prior notice to the membership;
  - b. Every motion shall be determined by the majority of the votes cast on the motion, except where a special resolution is required under the *Corporation Act* and its successor legislation the *Not-for-profit Corporations Act (Ontario)*;
  - c. The Chair may vote on every motion but has only one vote. In case of a tie, the motion is defeated; and
  - d. Minutes of the meeting shall be kept and an entry in the minutes that the Chair declared a motion carried is admissible in evidence as proof that the motion passed. Unless a recorded vote is asked for, the minutes need not record the number of votes for or against a motion.

### ***Annual Meeting***

61. The annual meeting will be held on a date to be fixed by the Board of Directors which date shall comply with the requirements of the *Corporations Act* and its successor legislation the *Not-for-profit Corporations Act (Ontario)*.

### ***Notice of Annual or General Meetings***

62. Notice of the time and place for the holding of an annual or general meeting will be given by sending it to each member of the Corporation at the member's address on the books of the Corporation by pre-paid ordinary mail and/or by e-mail fourteen days or more before the date of the meeting.

### ***Election Registration***

63. In order to be eligible to vote in an election at an annual meeting, each Class A member in good standing of the Corporation must have been registered as a voting member of the Corporation, as provided for in Part D of these Bylaws, no later than five days before the election date. The Corporation will keep a record of all registered Class A members, including names, addresses and date of registry. The day of filing the registration form and the day of the meeting is excluded for purposes of determining whether the five-day requirement has been satisfied.
64. Any question as to the eligibility of a person to vote at a meeting will be determined by the Chair of the Membership Committee prior to the commencement of the meeting. The Membership Committee may request evidence that a person desiring to vote at a meeting is a voting member in good standing and has met any necessary registration requirements.

### ***Voting***

65. Voting at annual and general meetings is by a show of hands unless the Chair of the meeting otherwise directs, or a member demands a ballot, in which case the vote shall be by ballot. The Corporation may permit voting by mail or by telephonic or electronic means if it is able to provide a system where votes may be verified as having been made by members entitled to vote at the meeting and the corporation is able to identify how each member voted.

### ***Elections***

66. Class A elections to the Board of Directors will be decided by a single ballot listing the number of vacancies available (as determined by the Membership Committee) and the names of all Class A Director candidates in alphabetical order, with a notation on the ballot for recommended candidates. Voters may vote for up to as many candidates as there are vacancies available. Candidates receiving the largest number of votes shall be elected. Ties will be resolved by flipping a coin (for two-way ties) or drawing straws (for three-way or more ties).

Class B elections to the Board of Directors will be decided by a single ballot listing the number of vacancies available and the names of all Class B Director candidates in alphabetical order, with a notation on the ballot for recommended candidates. Voters may vote for up to as many candidates as there are vacancies available. Candidates receiving the largest number of votes shall be elected. Ties will be resolved by flipping a coin (for two-way ties) or drawing straws (for three-way or more ties).

Class C elections to the Board of Directors will be decided by the Class C member who will be permitted to vote by proxy.

***Further Regulation of Elections***

67. Further regulation of Class A Director elections to the Board of Directors will be decided by a simple majority vote of the Board.

***Timing of Election***

68. Election of Class A, B and C Directors will be held immediately following the conduct of other business at the annual meeting.

***Special Resolutions & Bylaws***

69. Special resolutions and Bylaws may be considered at annual or general meetings.

***Minutes***

70. The Corporation will record minutes of annual or general meetings in the same fashion as minutes of meetings of the Board of Directors.

***Annual Meeting Business***

71. At every annual meeting, in addition to any other business, the following must be dealt with:
- a. approval of the minutes of the previous annual meeting;
  - b. approval of the audited financial statements of the Corporation;
  - c. appointment of auditors to hold office until the next annual meeting; and, allowing the Directors to fix the remuneration of the auditors;
  - d. receiving annual reports concerning the operation of the Corporation; and
  - e. the election of Class A Directors.

**I. BOOKS AND RECORDS**

***Corporate Records***

72. The Corporation must keep at its head office:
- a. minutes of all meetings of members and directors;
  - b. copy of the letters patent and any supplementary letters patent;
  - c. all Bylaws and special resolutions;
  - d. the registry of members;

- e. the registry of Directors; and
- f. proper books of account.

#### ***Approval of Board Minutes***

- 73. The minutes of the previous meeting of the Board will be approved at a subsequent Board meeting.

#### ***Approval of Members Minutes***

- 74. The minutes of a meeting of the members will be approved at the next meeting of the members.

#### ***Signing of Minutes***

- 75. Once the minutes are approved, either the Chair of the meeting that approved the minutes or the chair of the meeting that the minutes were about, shall sign the minutes. Once so signed, the minutes are admissible in evidence as proof of the proceedings.

#### ***Signing of Resolutions and Bylaws***

- 76. A Co-Chair will sign any Bylaws or any special resolutions passed at any meeting of members.

#### ***Registry of Directors***

- 77. The Corporation will keep a registry of the Directors. The registry of Directors will consist of a list of the names, addresses and occupations of all persons who are or have ever been Directors, together with the various dates when each became or ceased to be a Director.

#### ***Registry of Members***

- 78. The Corporation will keep a registry of the members. The registry of members will consist of a list of the names and addresses of all persons who are or have ever been members, together with the various dates when each became or ceased to be a member.

#### ***Books of Accounting***

- 79. The Corporation must keep proper records of account including records of:
  - a. all money received or spent by the Corporation, including when, where, and how the money was spent or received;
  - b. all sales and purchases by the Corporation;
  - c. all assets and liabilities of the Corporation; and
  - d. all other transactions affecting the financial position of the Corporation.

## **J. TRANSACTIONS**

### ***Authorized Signing Officers***

80. The officers of the Corporation and any people so authorized by the Board of Directors may execute contracts and other documents on behalf of the Corporation.

### ***Contracts Under Seal***

81. Contracts required by law to be under seal may be made on behalf of the Corporation under the Corporation's seal.

### ***Contracts Generally***

82. Contracts in writing and not required to be under seal, may be signed by any person authorized to enter into the contract on behalf of the Corporation. The person or persons so signing must sign their names and write "on behalf of the Parkdale Community Legal Services Inc.".

### ***Signing of Cheques***

83. The Board of Directors may appoint any officer, director, or employee of the Corporation to be signing officers for any of the bank accounts that the Corporation maintains.

### ***Financial Authority***

84. The Board of Directors may from time-to-time:
- a. borrow money on the credit of the Corporation;
  - b. issue, sell or pledge securities of the Corporation; and
  - c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt, or any other obligations or liability of the Corporation, subject to the terms of the letters patent and supplementary letters patent of the Corporation.

### ***Authority to Negotiate***

85. The Board may authorize any Director or officer to make arrangements about the money borrowed or to be borrowed including the power to negotiate or vary terms and conditions of the loan including the method of payment or security.

### ***Agents and Staff***

86. The Board may appoint any agents and retain any employees that it considers necessary. The persons appointed or retained shall have the authority and perform the duties prescribed by the Board. The remuneration for any agents or employees shall be fixed by the Board by resolution.



### ***Management Team***

87. There will be a Management Team, made up of the Clinic Director, and the Operations Director. The Management Team will have and may exercise the power to manage and conduct the day-to-day affairs of the Corporation in accordance with any direction or restriction provided by the Board's resolutions and policies, provided that the Management Team will not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the Board of Directors.

## **K. TECHNICALITIES**

### ***Notice***

88. Notice by mail will be sent to the last known mailing address, of the member, director or officer concerned as recorded in the Corporation's books and may be sent by electronic mail if such information is provided by the member, director, or officer. It shall be deemed to have been given when it has been sent.

### ***Saving***

89. No error or omission in giving notice of any meeting of Directors or members will invalidate the meeting or any proceedings at the meeting. However, any person who failed to attend a meeting because of such an error or omission may reopen any matter considered at the meeting at the next meeting of the members or the Board.

### ***Same***

90. No error or omission in any proceedings of any meeting of Directors or members will invalidate the meeting or any of the other proceedings at the meeting. However, any member or Director may reopen the proceedings affected at the next such meeting.

## **L. FINANCIAL YEAR**

91. Unless otherwise determined by the Board of Directors, the fiscal year of the Corporation shall begin on April 1st of each year, and terminate on March 31<sup>st</sup> of the following year.

## **M. AMENDMENT OF BYLAWS**

### ***Amendments by Directors***

92. Bylaws of the Corporation may be enacted, amended, repealed, added to or re-enacted by the Board of Directors.

### ***Confirmation***

93. Any new Bylaw or repeal, amendment or re-enactment thereof is effective only until the next annual meeting of the members unless it is confirmed by the members in accordance with the *Corporations Act* and its successor legislation the *Not-for-profit Corporations Act (Ontario)*, which may require that each membership class vote separately on the proposed By-law, at the annual meeting or at any meeting of the members duly called for that purpose prior to the annual meeting. Abstentions are not to be regarded as votes.

### ***Default of Confirmation***

94. If a Bylaw passed by the Directors is not confirmed at the general or annual meeting where it is first considered, the Bylaw ceases to have effect at and from the date of such meeting, and in that case no new Bylaw of the same or like substance has any effect until confirmed at a general or annual meeting of members of the Corporation.

### ***Notice of Bylaws & Amendments***

95. Notice of any Bylaws or changes thereto will be given in writing by sending it to each duly registered member at their last address on the books of the Corporation by pre-paid mail or e-mail fourteen days or more before the date of the general or annual meeting at which it is to be considered.

### ***Class A Members' Motions to Amend Bylaws***

96. Amendments to these Bylaws may be proposed by Class A members if (i) at least ten percent of Class A members entitled to vote at a meeting of the members propose such amendments in writing, and (ii) such proposed amendments are delivered to the each Director and to the registered office of the Corporation.