



BY-LAW

2014-02

Revisions approved:

May 2019 Special Members Meeting

September 2020 AGM

A By-law relating generally to the affairs of the

GUELPH/WELLINGTON SENIORS ASSOCIATION

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GUELPH/WELLINGTON SENIORS ASSOCIATION

(“GWSA”)

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WHEREAS the Objects of GWSA are as follows:

To make available opportunities for development and maintenance of the physical and psychological well-being and personal independence of the senior population of Guelph and Wellington County through:

- a. identifying the physical, social, psychological and economic needs of seniors, and*
- b. provision of staff, facilities and programs to meet those needs, and*
- c. promotion of a structured organization of seniors to maximize the use of their knowledge and skills.*

AND WHEREAS GWSA was incorporated as a not-for-profit corporation by its Letters Patent issued November 6, 1989;

THEREFORE BE IT RESOLVED THAT that this By-law be enacted to set out the means by which GWSA will conduct its business.

This By-law shall take effect on May 21st, 2014, and upon that date all previous By-laws of GWSA are hereby revoked.

ARTICLE I - INTERPRETATION AND DEFINITIONS

1.1 Definitions

In this By-law and all other By-laws and resolutions of GWSA, unless the context otherwise requires:

- (a) “**Act**” means the *Corporations Act* R.S.O. 1990, c. C.38, as amended or revised from time to time, or any other Act that may hereafter be substituted therefore, and in particular will mean the Ontario *Not-for-Profit Corporations Act*, S.O. 2010 C.15 upon the date that such Act comes into force;
- (b) “**Board**” means the Board of Directors of the GWSA;
- (c) “**Chair**” means Chair of the Board;
- (d) “**Director**” means a Director of the Board;
- (e) “**Fiscal Year**” means April 1 to March 31, unless the Board by resolution determines otherwise;

- (f) “**Member**” means a member of GWSA as defined herein;
- (g) “**Ordinary Resolution**” means a resolution approved by at least a majority (50% + 1) of the votes cast;
- (h) “**Person**” includes an individual, corporation, organization, association, limited or general partnership, joint venture, syndicate, and any other legal or business entity;
- (i) “**Proposal**” shall mean a proposed resolution which shall be submitted to the members for a vote at an Annual General Meeting;
- (j) “**Record Date**” shall mean the close of business on the day immediately before the day on which notice of the Annual General Meeting is given;
- (k) “**Resolution**” shall mean an Ordinary Resolution unless otherwise specified;
- (l) “**Senior**” shall mean an individual who is at least 55 years of age;
- (m) “**Special Resolution**” means a resolution approved by at least two-thirds of the votes cast;

1.2 Interpretation

In this By-law and in all subsequent By-laws of GWSA, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine and neuter genders and vice versa, and references to persons shall include firms and corporations.

All section and other headings inserted herein are for convenience of reference only and are not to be construed as amending or derogating from the meaning of the words used in any section or part of this By-law.

“Shall” and “will” shall be construed as imperative, and “may” interpreted as permissive.

Other than is specified otherwise in this By-law, words and expressions defined in the Act have the same meanings when used in this By-law.

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE II- HEAD OFFICE

2.1 Location of Head Office

The head office of GWSA shall be in the City of Guelph in the County of Wellington in the Province of Ontario.

ARTICLE III - SEAL AND CERTIFICATION OF DOCUMENTS

3.1 Seal

The seal of GWSA shall be in such form as shall be prescribed by the Board of Directors and shall have the words "GWSA" inscribed thereon. The Secretary of the GWSA shall be responsible for the safe custody of the seal.

ARTICLE IV - MEMBERSHIP

4.1 Class of Membership

GWSA shall have one class of membership. Each Member shall be entitled to one vote, and shall have the right to vote on all matters duly brought before the Members.

4.2 Membership Eligibility

Seniors living in the County of Wellington, and such others as the Board may approve from time to time, who support the objects of GWSA, are eligible to apply for membership to GWSA.

4.3 Application for Membership

Individuals interested in becoming a Member, or in renewing their membership, must submit the following to the GWSA Secretary:

- (a) *Application:* including information as prescribed by the Board; and
- (b) *Annual Fee:* in an amount to be determined from time to time by the Board in accordance with section 4.4 herein.

The term of membership shall be for one year from the date that the Secretary has received both the application information and the annual fee.

4.4 Membership Fee

The rate or rates of the annual membership fee for the following year shall be approved by resolution of the Board no later than thirty (30) days prior to the fiscal year end. Notice of the amount due shall be made available on the GWSA website and shall appear in the GWSA newsletter as shortly thereafter as is reasonably possible.

4.5 Termination of Membership

A membership to GWSA ceases to exist when:

- (a) a membership has expired and has not been renewed;
- (b) the Member resigns in writing to the Secretary;
- (c) the Member dies;

- (d) the Member ceases to be eligible under the provisions of this By-law;
- (e) GWSA is liquidated or dissolved; or
- (f) pursuant to an Ordinary Resolution of the Board at an *in camera* meeting, a motion to terminate a membership is approved, on the grounds that a Member:
 - (i) failed to adhere to any provision of GWSA's Letters Patent, By-laws or policies, or any statutory or regulatory requirements;
 - (ii) has conducted themselves in a manner which is detrimental to GWSA, as determined by the Board at its sole discretion; or
 - (iii) for any other reason which the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects and purposes of GWSA;

Where a Resolution to terminate a membership is before the Board, the process must be carried out in good faith and in a fair and reasonable manner, such that the Member who is the subject of the resolution is entitled to:

- (i) at least fifteen (15) days written notice that the resolution is to be decided, and the reasons; and
- (ii) submit a written statement explaining why they oppose the resolution, which shall be circulated to all Directors providing it is received by the Secretary no less than six (6) days prior to the scheduled date of the Board meeting at which the matter will be decided.

Upon a termination of membership for any reason, the rights of the Member including any rights in the property of GWSA cease to exist, but the Member shall nevertheless be responsible for the full annual membership fee payable for the year in which the termination occurs.

4.6 Transferral of Membership

Membership is not transferrable.

ARTICLE V- MEETINGS OF MEMBERS

5.1 Notice of Meetings

At least one (1) meeting per year of the Members will be held, and that shall be the Annual General Meeting. Additional meetings, which shall be called 'Special Meetings', may be held as necessary at the call of the Chair.

Notice of a Members' meeting shall be posted on the GWSA website and shall be published in the GWSA newsletter, and may also be sent electronically to those Members who have provided the Secretary with a current email address, not less than ten (10) and not more than fifty (50) days before the date on which the meeting is to take place.

Notice of between ten (10) and fifty (50) days shall also be sent to Directors and to the Person appointed to conduct an audit or review engagement of the corporation.

Background materials necessary for voting Members to make an informed decision about matters on the agenda shall be posted on the GWSA website no later than ten (10) days prior to the meeting, or may be made available to Members in printed form upon request.

No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall make the meeting, or the business conducted at the meeting, invalid.

Any Member may waive their right to be notified of a meeting, and may subsequently approve or ratify any business conducted at a meeting for which they were absent.

5.2 Annual General Meetings

Annual General Meetings shall be called by the Board, and shall be no more than fifteen (15) months after the previous Annual General Meeting, and no more than six (6) months after the Fiscal Year End.

From time to time, the Board of Directors may determine to hold the Annual General meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. Any member participating by such means is deemed to be present at that meeting.

Meetings of the Members shall be open only to:

- (a) Members eligible to vote at that meeting, or their proxyholder;
- (b) Directors;
- (c) The Person appointed to conduct an audit or review engagement;
- (d) Guests admitted at the invitation of the Chair or by Resolution of the attendee Members.

The agenda for the Annual General Meeting shall include the following matters of business:

- (a) consideration of the minutes of the previous Annual General meeting, and any Special Meetings of the Members not yet approved;
- (b) consideration of the financial statements of GWSA;
- (c) appointment of a Person to conduct an audit or a review engagement;
- (d) approval of the audit or review engagement report;
- (e) consideration of any proposed By-law amendments;
- (f) election of the Directors;

- (g) any Members' Proposals which were received at least sixty (60) days prior to the date of the meeting and which conform to the requirements of the *Act*.

5.3 Special Meetings

Special Meetings of the Members may be convened by the Board at any time, to deal with any business not specified herein as a matter for an Annual General Meeting. Notice of a Special Meeting shall state the business to be transacted, including the text of any resolution to be submitted at the meeting, and only the business so stated may be dealt with at the meeting.

The Board of Directors shall call a Special Meeting within twenty-one (21) days upon receipt of a requisition in writing signed by at least ten (10) % or ten (10) members whichever is less, of the Members eligible to vote at the meeting which is being requested, stating the general nature of the business to be presented. Such a meeting shall be called as nearly as possible in the same manner as non-requisitioned meetings are called under this By-law, and shall deal only with the transaction of the business as stated in the requisition.

5.4 Adjournments

Members' meetings may be adjourned to any time. Any business that might have been transacted at the original meeting may be transacted at the reconvened meeting. No notice of the adjournment shall be required, and an adjournment may be made notwithstanding that no quorum is present.

5.5 Attendance and Quorum

The Board may approve by resolution that Members may participate in a meeting by attending in person or by proxy.

Any Annual General or Special meeting of Members shall require the presence of not less than twenty-five (25) Members, in person or by proxy or as otherwise approved by the Board, to constitute quorum.

5.6 Voting

Only those Members whose application and annual membership fee have been received by the Secretary on or before the Record Date will be eligible to attend and vote at that meeting.

Each Member eligible to vote shall be entitled to one (1) vote.

Unless otherwise required by the By-law or the *Act*, all resolutions shall be decided by Ordinary Resolution. In case of an equality of votes the resolution shall fail.

Every question shall be decided in the first instance by a show of hands, unless a poll is requested by a Member or by the Chair, in which case such poll shall be taken in such manner as the Chair shall direct.

A declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5.7 Proxy Voting

A Member entitled to vote at a meeting may appoint a proxyholder, in a form approved by the Board specifying the meeting (and any adjournments thereof) to which the proxy applies, to attend and act at the meeting in the manner and to the extent authorized by the proxy.

All proxies must be deposited with the Secretary no later than two (2) days prior to the meeting for which it is intended.

ARTICLE VI - BOARD OF DIRECTOR

6.1 Board Composition (as revised at 2016 Annual General Meeting)

The affairs of GWSA shall be managed, or the management may be supervised, by a Board of a maximum of thirteen (13) and a minimum of ten voting Directors, of whom:

- (a) A maximum of twelve (12) and a minimum of nine (9) shall be elected by the Members; and
- (b) One (1) who shall be the Manager, Senior Services, for the City of Guelph, as *ex-officio* director.

The immediate Past President may serve as a non-voting *ex-officio* Director for one year following the expiry of his or her term as President.

The Secretary and Treasurer serve as *ex-officio* non-voting Directors if the individuals occupying those offices are not also elected Directors. The Secretary shall not be an elected Director.

Ex-officio non-voting Directors shall not be counted when determining quorum.

6.2 Director Eligibility

The following persons are disqualified from being a Director:

- (a) A Person who is not an individual;
- (b) An individual who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) An individual who has been found to be incapable in any court in Canada or elsewhere;
- (d) An individual who has the status of bankrupt;
- (e) An individual who has been convicted of an indictable offence;
- (f) An individual who is not a Member of GWSA, or who does not become a member within ten (10) days of becoming a Director, or who having become a Member ceases to be a Member for any reason, including termination of their Membership by the Board.

6.3 Term of Office

Elected Directors shall serve for a term of three years, which shall begin at the close of the Annual General Meeting at which they are elected and unless they are terminated in accordance with Section 6.6 herein they shall continue to hold office until the close of the Annual General Meeting three years after their election, or until a successor is duly elected.

An elected Director may not serve for more terms than will constitute six (6) consecutive years as a Director, provided that following an absence from the Board of at least two years, they shall be eligible for re-election.

6.4 Appointments and Nominations to the Board

Prior to each Annual General Meeting, the Nominating Committee of the Board shall consider candidates for nomination to the Board, and shall recommend nominees equal in number to the vacancies.

In addition to the candidates proposed by the Nominating Committee, any Member may propose a nominee for election as a Director. Provided that the Proposal is signed by at least five (5) % of the Members entitled to vote at the meeting at which the election will take place, and is received by the Secretary no later than sixty (60) days prior to the Annual General Meeting, GWSA will include the Proposal with the notice of the meeting.

A member may also nominate a candidate at the meeting at which the election of the Board will take place.

6.5 Election of Directors

Elected Directors of GWSA shall be chosen by the Members at the Annual General Meeting. The election shall be by a show of hands unless there are more nominees than vacancies, in which case the election shall be by ballot.

Each candidate so elected must execute a consent in writing to serve as a Director within ten (10) days of their election to the Board.

If the Members fail to elect the required number of Directors, the incumbent Directors may continue in office until such time as their successors are elected.

6.6 Termination (as revised at 2016 Annual General Meeting)

A Director whose term has not expired will nonetheless cease to hold office when they:

- (a) submit their written resignation to the Chair of the Board, specifying the date upon which it shall become effective;
- (b) become disqualified in accordance with the eligibility criteria outlined in this By-law;
- (c) are removed by Ordinary Resolution of the Members at a Special Meeting called for the purpose and for which notice has been given; or

- (d) are deceased; or
- (e) are deemed to have resigned upon failing to attend seventy percent (70%) of the Board meetings in any twelve (12) month period, except where the Director has received the prior approval of the majority of the Board, which shall only be given in the event that the absentee Director has established to the satisfaction of the Board that there are extraordinary circumstances.

6.7 Vacancies

Where the Board declares the seat of a Director vacant, the Board may appoint a Director to fill the vacancy for the remainder of the vacating Director's term.

ARTICLE VII - BOARD MEETINGS

7.1 Call and Notice of Meetings

The Board shall have at least ten (10) Board meetings between each Annual General Meeting.

Board meetings may be called by the Chair or Vice Chair, or by the Secretary on the direction of any two (2) Directors.

Except as otherwise required by law, the Board may hold its meetings at any place or places in or out of Ontario. A Board meeting may also be held, without notice, immediately following the Members' Annual General Meeting.

The agenda for each meeting shall be set by the Chair in consultation with the Vice Chair.

Notice of such meetings shall be delivered, telephoned or transmitted electronically to each Director not less than two (2) days before the meeting is to take place, or shall be mailed to each Director not less than seven (7) days before the meeting is to take place.

No formal notice of any such meeting shall be necessary if the date and time of meetings has been approved in advance by the Board, or if all the Directors are present, or if those absent have waived notice or signified their consent to the meeting being held in their absence.

Meetings of the Board and the Executive Committee should generally be open and go in camera only for good cause under special circumstances. Agendas should be published one week in advance and minutes published within three days following each meeting, after being circulated to Directors for approval. Governance documents, including policies and procedures, agendas, and minutes, shall be published on the GWSA website and print copies readily accessible for members (approved: Special Members Meeting 2019).

No error or omission in giving such notice for a meeting of Directors shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

A special meeting of the Board may be convened by the Chair, Vice Chair or a quorum of the Board for an urgent or unforeseen matter, on twenty-four (24) hours notice. Only such matters as are identified in the notice of the meeting may be dealt with at a special meeting.

A resolution, if signed or receiving approval communicated by electronic means by all Directors or committee members entitled to vote on that resolution at a meeting, is valid as if it had been passed at a Board or committee meeting.

7.2 Quorum

A majority of Directors, and at least six (6), present in person or participating by electronic or telephonic means, shall constitute a quorum for the transaction of business.

Where there is a quorum, Directors may exercise all powers of the Board, but no business shall be transacted in the absence of a quorum, except to take measure to obtain a quorum, to adjourn or to take a recess, or to fix the time to which to adjourn.

7.3 Participation by Electronic or Telephonic Means

Directors may participate in Board and committee meetings by telephonic or electronic means, provided that such means permit all participants to communicate with each other. A Director so participating shall be deemed to have been present at the meeting.

No person shall act for an absentee director at a meeting of directors.

7.4 Voting

All votes at any such meeting shall be taken by show of hands unless any Director present requests a vote by ballot.

In case of an equality of votes, a resolution shall fail.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

In the absence of the Chair, the duties of Chair may be performed by a Vice Chair, or in the absence of a Vice Chair then by such other Director as the Board may appoint for the purpose.

7.5 Conflict of Interest

Where a Director is:

- (c) a party to a material contract or transaction, or a proposed material contract or transaction with GWSA; or
- (d) a director, officer, or has an immediate material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with GWSA,

the Director shall so disclose to the Board, and request to have entered into the minutes of Board meetings, the nature and extent of their interest, whether or not Board approval of the contract or transaction is required.

This disclosure shall be made at the earliest of:

- (a) the first meeting at which the proposed contract or transaction is considered; or
- (b) at the first meeting after which the Director becomes so interested, or
- (c) being so interested, at the first meeting after assuming the office of Director.

Directors who have a conflict as defined herein shall not attend any part of a Board or Committee meeting during which the contract or transaction is being discussed, and shall not vote on any resolution the subject of which involves the contract or transaction.

If quorum does not exist for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purpose of voting on that resolution.

7.6 Rules of Procedure

Board meetings shall be conducted in accordance with Canadian Parliamentary Procedure.

7.7 Minutes

Minutes shall be taken at all meetings by the Secretary of the Board or their designate, and shall include:

- (a) the time that the meeting is called to order;
- (b) the names of all Directors who are present;
- (c) the names of any guests in attendance, if any;
- (d) the approval of the agenda and minutes of the previous meeting;
- (e) motions, noting the mover and seconder;
- (f) whether each motion has been carried or defeated;
- (g) items of information, including correspondence received by the Board;
- (h) committee reports if any presented to the Board;
- (i) the departure of any Director(s) who leaves before a meeting concludes, and the time of their departure;
- (j) the time the meeting was recessed or adjourned.

7.8 Indemnification and Insurance of Directors and Officers

No GWSA Director or Officer shall be liable for the acts, receipts, neglects, or defaults, of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to GWSA through the insufficiency or deficiency of title to any property acquired by order of the Board or on behalf of GWSA or for the insufficiency or deficiency of any security in or upon which any of the monies of GWSA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of GWSA shall be deposited, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen upon his or her own dishonesty.

Every GWSA Director or Officer and his or her 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 GWSA, from and against all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against that person in respect of any act, deed, matter or thing whatsoever, made done or permitted by that person in or about the execution of the duties of the office, and all other costs, charges and expenses which the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that person's own wilful neglect or default.

GWSA will purchase and maintain insurance for the benefit of Directors and Officers, former Directors and Officers, and individuals who act or acted at the corporation's request as a Director or against any liability incurred by the individual acting in their capacity as a Director or Officer.

7.9 Remuneration and Expenses

The Directors and elected Officers shall serve without remuneration, and shall not receive, either directly or indirectly, any financial gain by virtue of serving as a Director, provided however that a Director or Officer may be reimbursed for reasonable travelling and other expenses incurred in the performance of duties on behalf of GWSA and attendance at meetings, subject to the approval of the Board.

7.10 Standard of Care

Every Director and Officer in exercising his or her powers and discharging his or her duties to the corporation shall:

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and officer will comply with the Act and its Regulations, and GWSA's Letters Patent or Articles, By-laws and policies.

ARTICLE VIII - STANDING AND AD HOC COMMITTEES

8.1 Standing and Ad Hoc Committees

Standing and Ad Hoc Committees may be established by the Board to conduct such business and perform such duties as the Board may from time to time determine. Committees shall report and make recommendations to the Board, but unless specifically authorized by Board Resolution, or in the case of the Executive Committee by this By-Law, shall take no actions which would bind the Board.

The Board may at its discretion appoint Directors and Members to serve as members of its Committees, provided that at least one member of each committee is a Director.

All committees of the Board are required to keep minutes of meetings.

8.2 Executive Committee

The members of Executive Committee shall be the President, Vice President, the Secretary, the Treasurer, the Manager of Senior Service for the City of Guelph, the immediate Past President if a Director, and one other Director to be chosen annually by the Board from amongst the elected Directors. Only those committee members who are also elected Directors shall be voting members of the Executive Committee.

The Board may delegate to the Executive Committee any and all of its powers, subject to restrictions, if any, contained in this By-law or imposed from time to time by the Board, but all decisions taken by the Executive Committee pursuant to this delegated authority must be reported to the Board at the next Board meeting.

The Board may also task the Executive Committee with reviewing and making recommendations to the Board on particular matters, including the annual operating and capital budgets.

A majority of the voting members of the Executive Committee shall constitute a quorum, which shall be necessary for the exercise of the Committee's authority.

The Secretary or designate shall record the minutes of the Executive Committee meetings and shall forward same to the Board prior to the next Board meeting.

ARTICLE IX - OFFICERS

9.1 Officers

The Officers of GWSA shall be the President, the Vice President, the Secretary and the Treasurer. The Board shall elect the Officers, or in the case of Secretary and/or Treasurer may by Resolution appoint, at the first Board meeting following the Annual General Meeting, for a one-year term. In default of such election, the incumbent Officers shall hold office until their successors are later elected by the Board.

The Duties of the Officers shall be determined by the Board from time to time and as described herein, and may include, where the Board so resolves, delegation of the power to manage the affairs of the corporation.

9.2 Termination and Vacancy

The Officers shall cease to hold office when he or she:

- (g) resigns in writing;
- (h) is deceased;
- (i) is removed by Ordinary Resolution of the Board, which shall be at the Board's sole and absolute discretion.

If either office is vacated before the end of a term, the Board will hold a meeting within four (4) weeks from the date the vacancy is created for the purpose of electing a new Officer to the position.

If a vacancy occurs in the office of President, the Vice-President shall serve as Interim President pending the election of a new President.

The Board may from time to time and at their sole discretion delegate any of the powers of an Officer to any other Officer or Director.

9.3 Officer Duties

The duties of the Officers shall include but shall not be limited to the following:

- (k) **President:** The President shall also serve as Chair and shall preside over meetings of the Members, the Board and the Executive Committee. The President shall be charged with the general supervision of the business and affairs of GWSA, and shall be the spokesperson for the Board, unless he or she designates an alternate spokesperson for a particular issue or event. The President or designate may at their discretion serve as an *ex-officio* member of all Board committees. During any absence or inability of the President, his or her duties and powers may be exercised by the Vice President, or in the absence of the Vice President, by an individual approved by the Board, as the Board may from time to time appoint for that purpose.
- (l) **Vice President:** During the absence or inability of the President to serve for any reason, the duties of the President shall be exercised by the Vice President and in addition the Vice President shall perform such other duties as may be assigned by the Board from time to time. The Vice President shall also serve as Vice Chair of the Board.
- (m) **Secretary:** The Secretary shall not be an elected Director. He or she shall attend all meetings of the Board and shall cause to be recorded all facts and minutes of all proceedings in the corporate records kept for that purpose. The Secretary shall be responsible for ensuring that all required corporate records are kept, and all notices are given to Members and Directors, and shall perform such other duties as may from time to time be determined by the Board.

- (n) **Treasurer:** The Treasurer need not be an elected Director. He or she shall be responsible for ensuring that full and accurate accounts of all receipts and disbursements of GWSA are kept in proper books of account, and that the funds of GWSA are disbursed in accordance with the direction of the Board, taking proper vouchers therefore and regularly reporting to the Board an account of all transactions and the financial position of the GWSA. The Treasurer shall also perform such other duties as the Board may from time to time determine and may delegate any or all such duties to another Officer or to GWSA staff.

ARTICLE X - CORPORATE RECORDS

10.1 Required Records

GWSA shall keep and maintain the following records at its registered office or location otherwise determined by the Board:

- (a) the Articles and By-laws, and any amendments to them;
- (b) the minutes of all meetings and any resolutions of the Members;
- (c) the minutes of meetings and resolutions of the Board of Directors, and any committees of the Board;
- (d) a register of Directors, Officers, and Members;
- (e) accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis;
- (f) a copy of the financial statements;
- (g) consent to act as a Director of each individual who is elected as a Director of the corporation.

10.2 Directors' Access to Records

Any such records shall be open to inspection by the Directors. Copies must be provided upon request at no cost to the Director.

10.3 Members' Access to Records

A Member, a Member's attorney or legal representative, may examine and, on payment of a reasonable fee, take extracts from the records referred to in clause (d) and (e) above.

A Member is entitled on request and free of charge to one copy of the Articles and By-laws, including any amendments to them.

ARTICLE XI - BANKING AND SIGNING AUTHORITY

The Board may by Resolution authorize such Officers and other individuals as it may determine is appropriate to execute deeds, transfers, assignments, contracts, obligations, and other

instruments requiring execution as are necessary. In the absence of such a Resolution, any two of the President, Vice President, Secretary and Treasurer shall have such authority.

Any two of the President, Vice President, Secretary, Treasurer and City of Guelph Manager Senior Services is authorized conduct banking on behalf of GWSA, unless the Board from time to time resolves otherwise.

All documents executed in accordance with this section of the By-law shall be binding on GWSA without further action or formality.

ARTICLE XII - BORROWING POWERS

The Board may borrow money without the authorization of the Members, subject to borrowing restrictions applicable to registered charities.

ARTICLE XIII - DISSOLUTION

Upon dissolution of GWSA and after payment of all its debts and liabilities, GWSA assets shall be distributed to a successor charity serving the Guelph Wellington seniors community, if any, or if no successor organization, then to a registered charity in Ontario with similar objects.

ARTICLE XIV - AMENDMENT OF BY-LAW

The Board may pass, amend or repeal this By-law, except where to do so is contrary to the *Act*, provided that where the Board has approved any such amendments, it shall submit same to the Members at the next Members' meeting, and the Members may confirm, reject, amend or repeal the revised By-law by Ordinary Resolution.

Any amendment to the By-law by the Board shall take effect from the date of the resolution of the Board, but shall cease to be in effect as of the date of the next Members' meeting if not submitted to the Members for a vote at that meeting, or if at that meeting such amendments are rejected by the Members.

Notice of any such changes, including the complete text of the previous and revised version of the By-law, must be given to the Members thirty (30) days before the meeting at which the members will be considering the changes.

Resolved by this Board this 21 day of May, 2014.


Chair

Vice Chair