



## **BY-LAW**

**2024-06-19**

**To confirm**

**Revisions, updates proposed for approval on June 19, 2024 at AGM (TBD) in accordance with Ontario Not for Profit Corporations Act (ONCA)**

**Deadline October 18, 2024**

*A By-law relating generally to the affairs of the*

**GUELPH/WELLINGTON SENIORS ASSOCIATION**

**BY-LAW 2014 - 02**

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# **GUELPH/WELLINGTON SENIORS ASSOCIATION**

**("GWSA")**

## **BY-LAW 2024-06-19**

**WHEREAS** the Objects of GWSA are as follows:

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

- (a) identifying the physical, social, psychological, and economic needs of older adults;
- (b) provision of staff, facilities, and programs to meet those needs; and
- (c) promotion of a structured organization of older adults 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 how GWSA shall conduct its business.

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

### **ARTICLE I – DEFINITIONS AND TERMINOLOGY**

#### **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 *Ontario Not-for-Profit Corporations Act (ONCA), 2021 (Ontario) and, where the context requires, includes the regulations made under it, as amended, or re-enacted from time to time.*
- (b) **"Association"** means the association that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act.
- (c) **"Board"** means the Board of Directors of the GWSA.
- (d) **"By-laws"** means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force.
- (e) **"Chair"** means Chair of the Board.

- (f) **“Director”** means an individual occupying the position of Director of the Association.
- (g) **“Member”** means a member of GWSA as defined herein.
- (h) **“Members”** means the collective membership of the Association.
- (i) **“Fiscal Year”** means April 1 to March 31, unless the Board by resolution determines otherwise.
- (j) **“Older adult”** shall mean an individual who is at least 55 years of age.
- (k) **“Ordinary Resolution”** means a resolution approved by at least a majority (50% + 1) of the votes cast.
- (l) **“Person”** includes an individual, corporation, organization, association, limited or general partnership, joint venture, syndicate, and any other legal or business entity.
- (m) **“Proposal”** shall mean a proposed resolution which shall be submitted to the members for a vote at an Annual General Meeting (AGM).
- (n) **“Record Date”** shall mean the close of business on the day immediately before the day on which notice of the AGM is given.
- (o) **“Resolution”** shall mean an Ordinary Resolution unless otherwise specified.
- (p) **“Special Resolution”** means a resolution approved by at least two-thirds of the votes cast.
- (q) **“Virtual meeting”** means using methods such as telephonic or electronic means, ensuring that all can communicate with each other simultaneously and instantaneously.

## 1.2 Terminology

In these By-laws, the following terminology shall apply:

- (a) Shall indicates a mandatory requirement. When "shall" is used in the By-laws, compliance is essential, and the specified condition or action is obligatory.
- (b) Should indicates a recommendation. When "should" is used, it suggests a best practice or a preferred course of action. Although not mandatory, adherence is encouraged for optimal outcomes.
- (c) May implies a permissive or optional provision. When "may" is used, it indicates that the described action or condition is discretionary, and users have the flexibility to choose whether to implement it.

## **ARTICLE II- HEAD OFFICE**

The GWSA head office shall be in the City of Guelph at 683 Woolwich Street (Evergreen Seniors Centre), in the County of Wellington, in the Province of Ontario.

## **ARTICLE III- MEMBERSHIP**

### **3.1 Membership Class**

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 brought before the Members.

### **3.2 Membership Eligibility**

Association membership eligibility shall be based on the following criteria:

- (a) older adults residing in Wellington County who support the GWSA's objectives, vision, and values;
- (b) the spouse or partner of an Association member;
- (c) those under age 55 requesting approval to join for special circumstances (e.g., health or social reasons).

See also [Membership Policy and Procedure](#).

### **3.3 Membership Application**

Individuals interested in becoming a Member, or in renewing their membership, shall submit the following online or in person at the Evergreen Seniors' Centre:

- (a) *Application*: including information requested by the Board; and
- (b) *Annual Fee*: an amount determined periodically in accordance with [Clause 3.4](#).

The term of membership shall be for one year from the date of receipt of application and the annual fee.

### **3.4 Membership Fee**

The annual membership fee for the following year shall be approved by Board resolution no later than 30 days before the fiscal year end. Notice of the approved membership fee shall be posted on the GWSA website and shall appear in the GWSA newsletter as soon as reasonably possible.

### **3.5 Membership Termination**

#### **3.5.1 Criteria**

A membership to GWSA ends when

- (a) a membership expires without renewal;
- (b) dues and activity fees have not been paid;
- (c) the Member dies;
- (d) the Member is no longer eligible under this By-law;
- (e) GWSA is liquidated or dissolved; or
- (f) an Ordinary Board Resolution, approved in an *in camera* meeting, or a motion to terminate a membership is approved, on the grounds that a Member is:
  - (i) not following GWSA's rules (e.g., [LETTERS PATENT](#), By-laws, [policies](#)), or other legal requirements;
  - (ii) behaving in a way harmful to GWSA, as determined by the Board; or
  - (iii) any other reason the Board deems reasonable in line with GWSA's objectives, vision, and values.

#### **3.5.2 Resolution Process**

When the Board considers a resolution to terminate a membership, the process shall be conducted fairly and in good faith. The Member in question has the right to

- (a) receive at least 15 days' written notice with reasons for the resolution; and
- (b) submit a written statement opposing the resolution, which shall be shared with all Directors if received by the Executive Director or President at least six days before the next scheduled Board meeting.

After membership termination for any reason, the Member loses all rights, including any rights to GWSA property. However, the Member remains responsible for the full annual membership fee for the current year.

### **3.6 Membership Transferral**

Membership is not transferrable.

## **ARTICLE IV- MEMBERS MEETINGS**

### **4.1 Meeting Notice**

GWSA shall hold at least one annual meeting, known as the Annual General Meeting (AGM). Additional meetings, called 'Special Meetings,' may be convened by the Chair as needed.

Notice of a Members' meeting shall be posted on the GWSA website, published in the newsletter, and electronically sent to Members who have a valid email address, no later than 21 days before the meeting.

Notice shall also be sent to Directors and to the Person appointed to conduct an audit or review engagement of the corporation.

Background materials for informed decision-making shall be posted on the GWSA website no later than five days before the meeting or provided in print upon request.

Errors or omissions in meeting notices shall not invalidate the meeting or its conducted business.

Members may waive their right to be notified and later approve or ratify actions taken at a meeting they missed.

### **4.2 Annual General Meetings (AGM)**

#### **4.2.1 AGM Frequency**

The AGM shall be held in Guelph Ontario or at a location chosen by the Board.

Upon request, any Member shall be provided, with the following documents at least 21 days before the AGM:

- (a) the approved financial statements;
- (b) the auditor's report or review engagement report;
- (c) any changes to the Association By-Laws; and
- (d) other financial information required by the By-laws.

The Board shall call AGMs no more than 15 months after the previous AGM, and no more than six months after the Fiscal Year End.

#### **4.2.2 Virtual Meetings**

To enhance communication, the Board of Directors may choose to hold the AGM virtually. Members participating virtually are considered present.



Meetings of the Members shall be open only to:

- (a) Members eligible to vote or their proxyholder;
- (b) the auditor or reviewer; and
- (c) guests invited by the Chair or by resolution of attending Members.

#### **4.2.3 AGM Business**

The AGM agenda shall cover:

- (a) approval of the previous AGM minutes;
- (b) review of financial statements;
- (c) presentation and approval of the auditor's report;
- (d) appointment of the auditor for the coming year;
- (e) consideration of any proposed By-law amendments;
- (f) election of Directors; and
- (g) any other business specified in the meeting notice.

No other business shall be included on the AGM agenda unless a Member's proposal has been given to the Executive Director or President at least 30 days before the AGM, so that it can be included in the AGM meeting notice.

#### **4.3 Special Meetings**

The Board may call Special Meetings of the Members at any time to address business not covered in the AGM. The notice for a Special Meeting shall specify the business to be discussed, including any resolutions. Only the stated business shall be addressed at the meeting.

If a written request is received from at least 10% or 10 Members (whichever is less) eligible to vote, the Board shall call a Special Meeting within 21 days. The request should outline the general nature of the business to be presented. This meeting shall follow the same procedures as regular meetings and only address the specified business from the request.

#### **4.4 Adjournments**

Members' meetings may be adjourned to any time and any unfinished business from the original meeting may be completed at a reconvened meeting.

#### **4.5 Attendance and Quorum**

The Board may decide, through a resolution, that Members can join a meeting either in person or by proxy.

For any AGM or Special Members meeting to proceed, there shall be at least 25 Members present, either in person, by proxy, or as approved by the Board, to establish a quorum.

#### **4.6 Member Voting**

Decisions at any Members meeting shall be made by a majority vote, unless specified otherwise by the By-laws. The following shall also apply:

- (a) Only Members who have applied to be a Member and paid the annual membership fee by the Record Date shall be eligible to attend and vote.
- (b) Each eligible Member shall be entitled to one vote.
- (c) For a show of hands vote (unless a written ballot is requested), the Chair's declaration and a note in the minutes shall serve as evidence of a carried resolution.
- (d) Abstention shall not be considered a vote.
- (e) Votes shall be taken by a show of hands among all present Members. If there is a tie the resolution shall fail.

#### **4.7 Proxy voting**

A Member allowed to vote at a meeting may appoint a proxy, using a Board-approved form that specifies the meeting. The proxy should attend and act at the meeting on behalf of the Member. Proxy holders shall be GWSA Members.

All proxies shall be submitted to the Executive Director or President at least two days before the meeting.

### **ARTICLE V - BOARD OF DIRECTORS**

#### **5.1 Board Composition**

GWSA's affairs shall be managed by a Board of a Directors structured as follows:

- (a) One Chair and one Vice-Chair.
- (b) A maximum of 12 and a minimum of nine Directors elected by the Members.
- (c) The immediate Past President may serve as a non-voting, ex-officio Director for one year after their term ends.

- (d) One Treasurer, who is an elected Director.
- (e) The Secretary and Executive Director shall serve as ex-officio, non-elected, non-voting members.

The Chair shall preside at Board meetings. If the Chair is not available, the Vice-Chair should take on the Chair's duties. If there's no Vice-Chair, another Director appointed by the Board should step in.

## **5.2 Director Eligibility**

The following persons shall not be eligible to serve as a Director:

- (a) non-individual entities (e.g., corporations, partnerships, or other forms of non-human legal entities);
- (b) individuals declared incapable of managing property under the *Substitute Decisions Act, 1992*, or the *Mental Health Act*;
- (c) individuals found incapable by any court in Canada or elsewhere;
- (d) individuals with bankrupt status;
- (e) individuals convicted of an indictable offence; or
- (f) individuals who are not GWSA Members or have not become a member within 10 days of becoming a Director, or ceasing to be a Member for any reason, including termination by the Board.

## **5.3 Term of Office**

Elected Directors shall serve for a term of three years, beginning at the close of the AGM where they are elected. Unless they have been terminated in accordance with [Clause 5.6](#), they shall continue to hold office until the close of the AGM three years after their election, or until a successor is elected.

An elected Director shall serve a maximum of six consecutive years. After a break of at least two years from the Board, they may be eligible for re-election.

## **5.4 Board Nominations and Appointments**

Before each AGM, the Governance Committee shall consider and recommend candidates for nomination to the Board equal to the vacancies.

At the AGM, Members can also nominate a qualified candidate (see [Clause 5.2](#)) for election to the Board.

## 5.5 Director Election

GWSA Directors shall be elected by the Members at the AGM. The election shall be by a show of hands unless there are more candidates than vacancies, in which case the election shall be by ballot.

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

Following the election, in compliance with Government filing requirements, each Director shall complete a *Consent to Act as a Director* form within 10 days.

## 5.6 Director Termination

A Director serving a term shall stop holding office if they

- (a) submit their written resignation and effective date to the Chair of the Board;
- (b) become disqualified based on eligibility criteria in [Clause 5.2](#);
- (c) are removed by an Ordinary Resolution at a Special Board Meeting;
- (d) die;
- (e) become bankrupt;
- (f) are found to be incapable of managing property by a court or under Ontario law; or
- (g) are deemed to have resigned by failing to attend 70% of Board meetings in a 12-month period.

## 5.7 Filling Board Vacancies

A Board vacancy shall be filled by the Governance Committee nomination process as follows:

- (a) Any qualified Member (see [Clause 5.2](#)) shall complete and submit a [Board Position Description, Appendix A](#) indicating their interest and relevant experience.
- (b) Qualified candidates shall be interviewed by
  - (i) the City of Guelph Recreation Volunteer Coordinator; and
  - (ii) at least two members of the Governance Committee;
- (c) Approved candidates shall be submitted to the Board for final consideration.

## **ARTICLE VI- BOARD MEETINGS**

### **6.1 Board Meeting Management**

The following shall apply to the management of Board meetings:

- (a) The Board should hold at least ten meetings between each Annual General Meeting.
- (b) The Chair or their delegate shall call meetings.
- (c) Meetings shall take place in Guelph.
- (d) Regular GWSA Members can attend Board meetings if invited by the Chair.
- (e) The Chair shall set the agenda for each meeting.
- (f) Agendas shall be circulated to Directors at least five days before the meeting.
- (g) The Chair or delegate shall preside at Board meetings.
- (h) The Board shall conduct closed sessions (i.e., in camera) to address sensitive information (e.g., legal, human resources, land acquisition) and preserve confidentiality.
- (i) Agendas should be published one week in advance, and minutes circulated to Directors for approval within seven days after the Board meeting.
- (j) Hard copies of approved Board minutes should be added to the Book Nook binder within a month for members to access.
- (k) No error in the meeting notice shall invalidate a meeting.
- (l) Special Board meetings may be called for urgent matters with 24 hours' notice, and only specified matters shall be discussed.

### **6.2 Quorum**

A quorum for Board business shall constitute a majority of Directors, with at least six present in person or virtually.

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

When there is a quorum, Directors may exercise all Board powers. However, without a quorum, no business shall be conducted, except to

- (a) work towards achieving quorum;
- (b) adjourn;

- (c) take a recess; or
- (d) set the adjournment time.

### **6.3 Virtual Meeting Participation**

With the agreement of all Directors, a Director may join a Board meeting virtually. In such cases, the participating Director shall be considered present at the meeting.

### **6.4 Voting**

Each Director shall have one vote. Decisions at Board meetings shall be made by a majority vote, usually through a show of hands. If there is a tie, however, the resolution shall fail.

The Chair's declaration and a note in the minutes shall serve as evidence of a carried resolution.

### **6.5 Conflict of Interest**

A Director who, directly or indirectly, has an interest in an Association contract or transaction, or a proposed one, shall disclose it and request to have it entered into the Board minutes, and shall not participate in any part of the Board meeting or vote on a resolution to approve such a contract or transaction.

### **6.6 Rules of Procedure Start here**

Board meetings shall adhere to a simplified Robert's Rules of Order. Specifically, the following shall apply:

- (a) Quorum shall be confirmed for business to be conducted (see [Clause 6.2](#)).
- (b) All members have equal rights, privileges, and obligations.
- (c) No person shall speak until recognized by the Chair.
- (d) Personal remarks or side discussions during debate shall be ruled out of order.
- (e) Only one question at a time shall be considered, and only one person shall have the floor.

### **6.7 Minutes**

The Secretary, Executive Director, or their designate shall record minutes at all Board meetings. The minutes shall include:

- (a) the time the meeting was called to order;
- (b) the names of all Directors present and absent;
- (c) the names of any attending guests, if any;

- (d) declaration of conflict of interest;
- (e) the approval of the current agenda and minutes from the previous meeting;
- (f) motions, indicating the mover and seconder;
- (g) the outcome of each motion, whether carried or defeated;
- (h) informational items, including correspondence received by the Board;
- (i) reports from the Board committees;
- (j) the time when any Director leaves or joins the meeting; and
- (k) the time the meeting was recessed or adjourned.

#### **6.8 Director and Officer Protection**

The Association shall purchase Directors' and Officers' Liability insurance each year.

No Director, Officer, or Association Committee Member shall be held liable for the acts, neglects, or defaults of any other Director, Officer, Committee Member, or employee of the Association. In addition, the following shall apply:

- (a) They shall not be liable for participating in any receipt or for any loss, damage, or expense incurred by the Association due to title insufficiency or deficiency in any property acquired by Board resolution on behalf of the Association.
- (b) They shall not be held accountable for the insufficiency or deficiency of any security in which the Association's money is invested, or for any loss or damage resulting from the bankruptcy, insolvency, or wrongful act of any person, firm, or Association where Association funds, securities, or effects are lodged or deposited.
- (c) They shall not be held responsible for any other loss, damage, or misfortune arising in the execution of their duties, provided they have :
  - (i) complied with the Act and the Association's articles and by-laws; and
  - (ii) exercised their powers and discharged their duties in accordance with the Act.

#### **6.9 Remuneration and Expenses**

The Directors and elected Officers shall serve without remuneration and shall not receive any financial gain, either directly or indirectly, by serving as a Director. However, a Director or Officer may be reimbursed for reasonable traveling and other expenses incurred in performing duties on behalf of GWSA and attending meetings, subject to Board approval.

## **6.10 Duties**

Every Director and Officer, in exercising their powers and discharging their duties to the Association, shall:

- (a) act honestly and in good faith with a view to the best interests of the Association;
- (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) comply with the Act and its Regulations, and GWSA's Letters Patent or Articles, By-laws, and policies.

## **ARTICLE VII COMMITTEES**

### **7.1 Board Committees**

The Board shall have the authority to create Committees to handle tasks as decided by the Board. Committees shall present reports and recommendations to the Board. However, unless expressly authorized by Board Resolution, or in the case of the Executive Committee by this By-Law, Committees shall not take actions that could obligate the Board.

The Board may, at its discretion, assign Directors and Members to serve on Committees, with the condition that at least one member of each committee is a Director.

All Board committees shall record meeting minutes.

### **7.2 Executive Committee**

The Executive Committee shall consist of the President, Vice President, Executive Director, Treasurer, and one other Director. Only elected Directors on the committee shall have voting rights.

The Board may delegate its powers to the Executive Committee, subject to restrictions in this By-law or set by the Board. The Executive Committee's decisions shall be reported to the Board at the next meeting.

The Board may also assign the Executive Committee to review and recommend actions, including on annual budgets.

A quorum for the Executive Committee requires a majority of voting members.

The Executive Director or their designate shall record meeting minutes and submit them to the Board before the next Board meeting.



### **7.3 Disciplinary Act or Termination of Membership for Cause**

Upon 15 days written notice to a Member, the Board shall have the authority to pass a resolution for disciplinary action or membership termination due to a violation of these By-laws. The resolution and subsequent notice shall set out the reasons for the disciplinary action or termination of membership.

The Member, upon receiving the notice, shall have the right to provide the Board with a written submission opposing the disciplinary action or termination. This submission shall be submitted at least five days before the end of the 15-day period. The Board shall review the member's written submission before making a final decision regarding disciplinary action or termination of membership.

### **7.4 Notice**

At least 10 and not more than 50 days' written notice of any annual or special Members' meeting shall be provided to each Member and the auditor or appointed person for a review engagement, as specified in the Act.

Notice of meetings involving special business shall include enough information for Members to make an informed decision. Each meeting notice shall also remind Members of the right to vote by proxy (add link to clause).

## **ARTICLE VIII- OFFICERS**

### **8.1 Election**

GWSA Officers shall consist of the President, Vice President, and Treasurer.

The Board should elect the Officers by resolution for a one-year term at its first post-AGM meeting or as soon as possible. These Officers shall be authorized to carry out duties as specified by the Board.

If it is not possible to elect Officers, the current Officers shall continue in office until their successors are later elected by the Board.

### **8.2 Duties**

The Board shall periodically determine the Officers' Duties and may delegate the power to manage the Association's affairs (if resolved by the Board) as follows:

- (a) The President, also serving as Chair, shall
  - (i) preside over Member, Board, and Executive Committee meetings;
  - (ii) be responsible for overseeing GWSA's business; and

(iii) serve as the spokesperson for the Board unless delegating to an alternate.

(b) In the absence of the President, the Vice President shall

(i) perform the President's duties and other assignments from the Board; and

(ii) also serve as Vice-Chair of the Board.

(c) The Treasurer shall

(i) in consultation with the Finance Committee, ensure accurate financial records;

(ii) oversee the disbursement of funds as directed by the Board;

(iii) regularly reports GWSA's financial position to the Board; and

(iv) performs other duties determined by the Board and may delegate some tasks to another Officer or GWSA staff.

(d) The Executive Director shall be responsible for

(i) ensuring that all required corporate records are kept;

(ii) all notices are given to Members and Directors; and

(iii) other duties as may be determined by the Board.

### **8.3 Termination and Vacancy**

Officers shall cease to hold office under the following circumstances:

(a) written resignation;

(b) death; or

(c) removal by Ordinary Resolution of the Board, at the sole and absolute discretion of the Board.

If an office becomes vacant before the term ends, the Board should convene a meeting within four weeks to elect a new Officer.

If the President's office is vacant, the Vice-President shall serve as Interim President until a new President is elected.

The Board may, at its sole discretion, delegate any Officer's powers to another Officer or Director as needed.

## **ARTICLE IX- CORPORATE RECORDS**

### **9.1 Required Records**

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

- (a) the Articles and By-laws, and any amendments to them;
- (b) the minutes and resolutions of all Members' meetings;
- (c) the minutes and resolutions of all Board of Directors meetings;
- (d) a register of Directors, Officers, and Members;
- (e) accounting records sufficient for the Directors to assess the Association's financial position at least annually;
- (f) a copy of the financial statements;
- (g) *Consent to act as a Director Form* from each individual elected as a Director of the Association.

### **9.2 Director Access to Records**

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

### **9.3 Member Access to Records**

A Member or legal representative can examine and, on payment of a reasonable fee, take extracts from the records referred to in items (d) and (e) in [Clause 9.1](#).

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 X- BANKING, SIGNING AUTHORITY, AND CONTRACTS**

### **10.1 Banking and Signing Authority**

The Board shall, through Resolution as needed, specify the financial institutions that will safeguard the Association's money. The Board shall authorize Officers and designated individuals to execute necessary documents (e.g., deeds, transfers, assignments, contracts, obligations, and other instruments). In the absence of a Resolution, any two of the President, Vice President, or President and Treasurer shall have such authority.

Any two of the President, Vice President, and Treasurer shall be authorized to conduct banking for GWSA.

Documents executed under this By-law clause shall bind GWSA without additional steps.

## **10.2 Contract Execution**

Deeds, transfers, assignments, contracts, obligations, and other written instruments requiring execution by the Association shall be signed by any two of the President, Vice President, and Treasurer, and the Executive Director. Furthermore, the Board may, at times, specify how and by whom a particular document or type of document shall be executed. Any Director has the authority to certify a copy of any instrument, resolution, by-law, or other Association document as a true copy.

## **ARTICLE XI - BORROWING POWERS**

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

## **ARTICLE XII - DISSOLUTION**

Upon the dissolution of GWSA and after the payment of all its debts and liabilities, GWSA assets shall be distributed to a successor charity serving the Guelph Wellington older adults' community, if one exists. If there is no successor organization, the assets shall be distributed to a registered charity in Ontario with similar objectives.

## **ARTICLE XIII - BY-LAW AMENDMENT**

The Board may pass, amend, or repeal this By-law, except if contrary to the Act. If the Board approves amendments, it shall present them to the Members at the next Members' meeting.

Any amendment by the Board shall take effect from the Board's resolution date but ceases if not submitted to Members at the next Members' meeting.

Notice of changes, with the complete text of the revised By-law, shall be given to Members at least 30 days before the meeting.

Resolved by this Board this 19<sup>th</sup> day of June 2024.

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Pat Gage, Chair

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Donna Keating, Vice-Chair