

Bylaws of Peterborough Child and Family Centres

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Table of Contents

Section 1 – Directors	3
Section 2 – Board Meetings	5
Section 3 – Officers	7
Section 4 – Legally Protecting Directors and Others	8
Section 5 – Conflicts of Interest	9
Section 6 – Members	10
Section 7 – Members’ Meetings	12
Section 8 – Notices	15
Section 9 – Finances & Signing Authority	16
Section 10 – Adoption and Amendment of Bylaws	17
Section 11 - Definitions & Interpretation	18

Section 1 – Directors

Electing and Appointing Directors

1.1 **Who elects the directors?**

The Members elect the Directors.

1.2 **How long do Directors serve?**

Subject to the articles, each Director's term of office will be no more than two years past the date of the annual Members Meeting following their election. Directors can serve a maximum of three terms.

Empty Seats

1.3 **In what situations does a Director cease holding office before the end of their term?**

A Director will stop holding office immediately, if he/she:

- dies
- becomes bankrupt, or
- is found to be incapable of managing property by a court or under Ontario law.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

1.4 **Can the Members remove a Director from office?**

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

1.5 **How are Board seats filled when they've been vacated mid-term?**

A quorum of Directors may fill a vacancy among the Directors by a majority vote.

1.6 **How many Directors may a quorum of Directors appoint?**

The total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

1.7 **What if the vacancy means there isn't a quorum of directors?**

If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

1.8 **What is the voting threshold to elect a Director mid-term?**

if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority (51%) vote. The Board may fill any other vacancy by a majority (51%) vote.

1.9 **How long is the term of office for a Director filling a vacancy?**

The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

Committees

1.10 Can the Board delegate its powers to a Managing Director or Executive Committee?

The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

1.11 Who decides on the composition and rules of Board committees?

Any committee of Directors may create its own rules of procedure, subject to such rules or directions as the Board may from time to time make. The Board may remove any committee member by resolution.

Paying Directors

1.12 Can we pay directors for their work as directors or in other capacities?

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

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Section 2 – Board Meetings

2.1 Who can call Board Meetings?

The Chair and/or any 2 Directors jointly may call meetings of directors at any time and any place, on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

2.2 Do we have to give advanced notice for Board Meetings?

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation a minimum of 24 hours in advance of the meeting, although a regular meeting schedule will be created annually.

2.3 How should notice be given?

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

2.4 When can we have a Board Meeting without advanced notice?

Notice of a meeting is not necessary if:

- a. all of the Directors are present, and none objects to the holding of the meeting, or
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Conducting Board Meetings

2.5 Who will chair Board Meetings? What if they are absent?

The Chair will oversee Board Meetings. If the Chair is absent, The Vice-Chair or a director designated by the Chair or Vice-Chair will choose a Director to act as the Chair of the meeting.

2.6 How many Directors need to be at a board meeting in order for a vote to take place?

A majority of currently elected directors need to be at a board meeting for the board to be able to vote.

2.7 How will voting be conducted at the Board Meeting?

Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

2.8 Will the Chair have the power to break ties?

In case of an equality of votes, the Chair will have a second vote or casting vote.

Phone and e-Meetings

2.9 Can Directors join Board Meetings online or by phone?

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed

to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

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Section 3 – Officers

Appointments and Removals

3.1 What Officers can the Board appoint?

The Board will appoint from among the Directors a Chair and may appoint any other person to be Vice-Chair, Treasurer and Officer-at-Large at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers as it deems necessary. These Officers will have such authority and duties as the Board may assign from time to time.

3.2 Can one person hold more than one office?

The same person may hold two or more offices of the Corporation.

3.3 Who can remove an Officer?

The Board may remove any Officer by resolution.

3.4 For what reasons may an Officer be removed?

An Officer may be removed for any reason, including failure to comply with organizational bylaws, failure to comply with the Board Code of Conduct, failure to declare conflict of interest, or breach of confidentiality. The Officer will be advised of their removal, and the reason, in writing.

Duties

3.5 What duties does the Chair have?

The Chair will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.

3.6 What duties do other Officers have?

Each Officer will perform the duties specified in the Appendix of this Bylaw required by law and as the Board may determine from time to time.

3.7 Can Officers delegate their powers?

Officers will be responsible for the duties assigned to them but they may delegate to others the performance of any or all of such duties.

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Section 4 – Legally Protecting Directors and Others

4.1 Will Directors and Officers be protected against liability?

No Director, Officer or committee member of the Corporation will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
- b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation
- c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested
- d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or
- e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

4.2 Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above?

No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:

- a. complied with the Act and the Corporation's articles and Bylaws, and
- b. exercised their powers and discharged their duties in accordance with the Act.

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Section 5 – Conflicts of Interest

5.1 **Are Directors required to disclose any conflict of interest?**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure as required by the Act.

5.2 **Are Directors who have a conflict of interest allowed to vote?**

No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

5.3 **Can a Director get a direct or indirect financial benefit from a contract or transaction with our charity?**

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

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Section 6 – Members

6.1 **How many classes of Membership are there?**

Membership in the Corporation shall consist of 2 class(es) of Members.

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

Director Class

6.2 **Who qualifies to be a Director Member?**

Directors Members shall be individuals who are:

- Current Directors and Officers of the corporation OR
- Previous Directors who have been a Director/Officer in the previous five years AND/OR
- Directors of Friends of Peterborough Child and Family Centres

6.3 **How long will a Director membership last?**

The term of membership of a Director Member shall be 2 years, subject to renewal according to the policies of the Corporation.

6.4 **What rights do Director Members have?**

As set out in the articles, each Member of the Director class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Directors and Officers class will be entitled to one (1) vote at such meetings.

6.5 **What classes can Director Members transfer to and how?**

Members of the Director Members class cannot transfer to other classes.

General Class

6.6 **Who qualifies to be a General Member?**

General Members shall be individuals who are registered or who have a child registered as a participant in any program of the Corporation and are interested in furthering the purposes of the Corporation and have satisfied any other qualifications set out in the Articles and/or By-Laws.

6.7 **How long will General membership last?**

The term of membership of a general member shall be 1 year, subject to renewal according to the policies of the Corporation.

6.8 **What rights do General Members have?**

As set out in the articles, each Member of the General Membership class is entitled to receive notice of, and attend all Members' Meetings.

6.9 **What classes can General Members transfer to and how?**

Members of the General Membership class cannot transfer to other classes.

Transferral of Membership

6.10 Can Members transfer their Membership to others?

Membership in the Corporation is not transferable.

Discipline of Members

6.11 Who can discipline Members or terminate their membership?

The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating the Code of Conduct or other policies, violating the bylaws and any other reasons calling for discipline in the Discretion of Discipliner.

6.12 How much advanced notice must the discipliners give the Member?

The discipliners must provide 15 days' written notice to a Member before passing the above-mentioned resolution.

6.13 What information should the notice include?

The notice will set out the reasons for the disciplinary action or termination of membership.

6.14 Does the Member have a right to respond?

The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

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Section 7 – Members’ Meetings

Annual Members’ Meeting

7.1 When and where will the Annual Members’ Meeting be held?

The Board will decide the date and place of the Annual Members’ Meeting. The place of the Annual Members’ Meeting must be within Ontario.

7.2 What will the agenda of the Annual Members’ Meeting (AGM) be?

The business at the annual meeting will include the following:

- a. Approve the agenda for the AGM
- b. Approve the minutes of the previous AGM and any special meetings
- c. Approve the financial statements for the previous year
- d. a report from the auditor or the person appointed to review the corporation’s finances
- e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement
- f. elect directors, and
- g. any new or special business that was included in the notice of the meeting

7.3 Can anything be added to the agenda? If so, how?

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members’ Meeting. No other item of business shall be included on the agenda for the Annual Members’ Meeting.

7.4 Do Members have a right to access financial documents ahead of the meeting?

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the Bylaws or articles.

Special Members’ Meetings

7.5 Who can call a Special Members’ Meeting?

The Directors may call a Special Members’ Meeting.

7.6 Can the Members make the Directors call a Special Members’ Meeting? If so, how?

The Board will convene a Special Members’ Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

Notice

7.7 Do we have to give advanced notice of Members’ Meetings? If so, what criteria must it meet?

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members’ Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

7.8 How much detail must the notice contain?

Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and e-Meetings

7.9 Can Members join Members' Meetings online or by phone?

A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- allow all participants to communicate adequately with each other during the meeting
- allow you to verify the identity of anyone casting a vote
- prevent you from knowing how they voted.

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

Quorum

7.10 How many Members need to be at the Members' Meeting to conduct official business?

A quorum for the transaction of business at a Members' meeting is 25% percent of the Members entitled to vote at the meeting.

7.11 What happens if you lose quorum part way through the meeting?

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Chair of the Meeting

7.12 Who will chair Members' Meetings?

The Chair of the Board of Directors shall be the chair of the Members' Meeting.

7.13 Who will chair Members' Meetings if the Chair is absent?

In the Chair's absence, the Vice-Chair will chair a Members meeting, or delegate chairing the meeting to another Director. If all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

7.14 How many votes will be necessary to pass a resolution?

Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.

7.15 How many votes will each Member have?

Each voting Member will be entitled to one vote at any Members' Meeting.

7.16 Can Members vote by proxy?

If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

7.17 How will votes be taken?

Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.

7.18 Can anyone demand a written ballot?

Before or after a show of hands has been taken on any question, any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

7.19 Will the chair of the meeting have a vote?

The chair of the meeting will not have a vote.

7.20 What if there's a tie vote?

If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.

7.21 How will a vote by show of hands be recorded?

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.22 Will abstentions be counted as votes?

An abstention will not be considered a vote cast.

Attendance

7.23 Who has a right to attend Members' Meetings?

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (51%) of the Members present at the meeting consent to their being there.

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Section 8 – Notices

8.1 **What are valid ways of sending advanced notice of meetings?**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

- Email
- Other electronic means (e.g. website, social media)
- As the directors determine

8.2 **Where should notices be sent?**

Notices mentioned above will be sent to any such Member or Director at their email address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business email address.

8.4 **Can we count the day notice is sent as part of the total number of days required for advanced notice?**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

8.5 **What effect does an error or omission have on the validity of the notice?**

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

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Section 9 – Finances & Signing Authority

9.1 **When does our financial year end?**

The financial year of the Corporation ends on March 31 of each year or on such other date as the Board may from time to time by resolution determine.

9.2 **Does Peterborough Child and Family Centres have a corporate seal?**

The seal of the Corporation, if any, will be in the form determined by the Board.

9.3 **Who has authority to sign legal documents on behalf of the Nonprofit Organization?**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any combination of two of its Officers and/or two most senior staff members. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

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Section 10 – Adoption and Amendment of Bylaws

10.1 What percentage of Member support does it take to change these Bylaws?

The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting.

10.2 Can the Board change the Bylaws between Members' Meetings?

The Board may from time to time in accordance with the Act pass or amend this Bylaw.

10.3 Can the Board create new Bylaws or change the Bylaws on their own?

The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes.

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Section 11 – Definitions & Interpretation

11.1 **What if part of the Bylaw is invalid?**

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

11.2 **What if parts of the Bylaw are inconsistent with the Articles or Act?**

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

11.3 **Where can I get additional information about the terms and language used in these bylaws?**

Non-Profit Law Ontario (a project of Community Legal Education Ontario) has comprehensive resources, including this [Glossary of Terms](#)

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