

LAKEHEAD SOCIAL PLANNING COUNCIL

CATEGORY: **GOVERNANCE POLICIES**
POLICY: **BY-LAW #1**

Page No.: **1 of 14**
Approved By Membership: **December 31, 1982**
Reviewed/Revised:

Section B.1

A by-law relating generally to the conduct and affairs of **LAKEHEAD SOCIAL PLANNING COUNCIL BE IT ENACTED AND IT IS HEREBY ENACTED** as a **by-law of LAKEHEAD SOCIAL PLANNING COUNCIL** (hereinafter called the "Corporation") as follows:

DEFINITIONS

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
 - (a) "Act" means The Corporation Act, Revised Statutes of Ontario, 1980, c. 95, from time to time amended and every statute that may be substituted, any references in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefore;
 - (b) "by-law" means any by-law of the Corporation from time to time in force and effect;
 - (c) all terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act;
 - (d) words importing the singular number only shall include the plural and vice versa; words importing the masculine genders shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts, and any number of aggregates of persons; and
 - (e) headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.

MEMBERSHIPS

2.1 **Admission of Members.** The applicants for the incorporation of the Corporation shall be members of the Corporation and shall hold membership in the Corporation for one (1) year from the date of the letters patent incorporating the Corporation or until the first (1st) annual meeting of members, whichever shall first occur. Other members shall be admitted to membership in the Corporation from time to time by resolution of the Board of Directors. Membership in the Council may be applied for annually by and shall consist of two (2) types of members as follows:

- (a) Individuals interested in furthering the objectives of the Council either professionally or voluntarily.
- (b) Organizations (government, private, voluntary, or corporate) interested in furthering the objectives of the Council;

Whenever the number of members is twenty (20) or less, the membership of all persons whose term of membership is about to expire shall continue until the number of members, excluding those whose membership would have expired but for this provision, exceeds twenty (20). Any person whose term of membership is about to expire or has expired shall be eligible for readmission to membership in the Corporation as if such person had not been a member.

2.2 **Fees.** The Board of Directors may from time to time fix annual dues or fees payable by the members. The secretary may notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation but any such members may on payment of all unpaid dues or fees be reinstated as members by the directors.

2.3 **Resignation from Membership.** Any member may resign from membership in the Corporation upon notice in writing to the Secretary of the Corporation.

2.4 **Amendment.** Paragraphs 2.1 and 2.3 of this by-law shall not be amended, repealed, or rescinded except by a by-law confirmed by at least a majority of the votes cast at a general meeting of the Corporation duly called for that purpose.

MEETINGS OF MEMBERS

- 3.1 **Annual Meetings.** The annual meeting of the members required by section 293 of the Act shall be held at any place within Ontario, on such a day in each year and at such time as the directors may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation and the auditor's report thereon as required by the Act and such other information or reports relating to the Corporation's affairs as the directors may determine.
- 3.2 **Special General Meetings.** Other meetings of the members (to be know as "special general meetings") may be convened by order of the President or a Vice-President or by the Board of Directors to be held at any date and time and at any place within Ontario. A special general meeting shall be called by the Board of Directors within twenty-one (21) days of receipt of a requisition for a meeting of members signed by not less than 1/10 of the members of the Corporation.
- 3.3 **Notice.** Notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given to each member and to the auditor of the **Corporation at least ten (10) days before the date of every meeting.**
- 3.4 **Omission of Notice.** The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meetings of member.
- 3.5 **Voting.** Every question submitted to any meeting of members shall be decided in the first instance by a majority of votes given on a show of hands and in case of an equality of votes, the chairperson shall both on a show of hands and at a poll have a second or casting vote in addition to the vote in which he is entitled as a member.

At any meeting, unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost by a particular majority shall be conclusive evidence of that fact without proof of the number or proposition of votes recorded in favour of or against the motion.

Every individual member shall be entitled to one (1) vote upon every motion. Every organization shall be entitled to be represented by tow (2) of its members who shall be appointed in writing by the organization at the time such organization is admitted to membership in the Council and who shall represent the organization until the

appointment is altered or revoked by written notice addressed to and received by the Secretary of the Council. Each representative of each organization, appointed as aforesaid, shall be entitled to one (1) vote upon every motion.

Proxies shall be governed by the provisions of the Corporations Act.

- 3.6 **Chairman.** In the absence of the President and Vice-President, the members present shall choose another director as chairman and if no director is present or if all the directors present decline to act as chairman the members present shall choose one of the members present to be chairman.
- 3.7 **Polls.** If at any meeting a poll is taken on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of directors it shall be taken in such a manner and either at once or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- 3.8 **Adjournments.** The chairman may with the consent of any meeting adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need to be given to the members. Any business that may be brought before or dealt with at any adjourned meeting need to be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 3.9 **Quorum.** The presence of two (2) members shall be a quorum of any meeting of members for the choice of a chairman and the adjournment of the meeting; for all other purposes the presence of twenty-five (25) members or fifty percent (50%) of the paid up membership, whichever is the lesser, shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

DIRECTORS

- 4.1 **Numbers.** See By-Law No. 2
- 4.2 **Qualifications of Directors.** Every director shall be eighteen (18) or more years of age and, subject to the provisions of section 286 of the Act, shall be or become a member of the Corporation.

4.3 **Election of Directors and Terms of Office.** See By-Law No. 2

4.4 **Vacation of Office.** The office of a director of the Corporation shall be vacated:

- (a) if he/she becomes bankrupt or a receiving order is made against him/her or he/she makes an assignment under the Bankruptcy Act (Canada);
- (b) if an order is made declaring him/her to be a mentally incompetent person or incapable of managing his own affairs;
- (c) if he/she is convicted of any criminal offence;
- (d) if by notice in writing to the Secretary of the Corporation he/she resigns his/her office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
or
- (e) if he/she ceases to be a member.

4.5 **Removal of Directors.** The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such, provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

MEETING OF DIRECTORS

5.1 **Place of Meetings.** Meetings of the Board of Directors and of the executive committee of the Board of Directors (if any) may be held either at the head office of the Corporation or at any other place within or outside Ontario.

5.2 **Notice.** A meeting of the Directors may be convened at any time by the President, or shall be convened by the Secretary within seven (7) days of receipt of a written request by any three (3) Directors.

The directors may from time to time by resolution determine to hold regular meetings of the directors and shall by such resolution fix the dates or times of such regular meetings; so long as any such resolution is in effect the Secretary of the Corporation shall convene such regular meetings by notice given in the manner hereinafter referred to.

Notice of any meeting of directors stating the day, hour and place of meeting shall be given to each director at least two (2) business days before the meeting is to take place; provided always that meetings of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director may be validly given either before or after the meeting to which such waiver relates.

For the first meeting of the Board of Directors to be held immediately following the election of directors at an annual or special general meeting of the members or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

- 5.3 **Quorum and Voting.** Six directors shall constitute a quorum for the transaction of business. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting in addition to his original vote shall have a second or casting vote.

SUBMISSION OF CONTRACTS OR TRANSACTIONS

To Members for Approval

- 6.0 The Board of Directors in its discretion may submit any contract, act or transaction, for approval or ratification at any annual meeting of the members or at any special general meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act) shall be as valid and as binding upon the Corporation and upon all members as if it had been approved or ratified by every member of the Corporation.

Indemnities to Directors and Others

- 7.0 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs,

executors and administrators, and estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

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

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

- 8.0 No director or officer for the time being of the Corporation shall be liable for acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expenses happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm, or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act through his own wrongful or willful neglect or default.
- 9.4 **President.** The president shall, when present, preside at all meeting of the Board of Directors and of members of the Corporation, provided that he may delegate this function in his sole discretion. The President shall be the chief executive officer of the Corporation. He shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him by the Board of Directors.

- 9.5 **Vice-President.** The Vice-President or, if more than one, the Vice-Presidents in order of seniority shall be vested all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President or, if more than one, the Vice-Presidents shall possess and may exercise such other powers and duties as may from time to time be assigned to him or them from the Board of Directors.
- 9.6 **Secretary.** The Secretary shall have charge of minutes books of the Corporation and the documents and registers referred to in the Act. He shall perform all duties incident to his office or that are properly required of him by the Board of Directors.
- 9.7 **Treasurer.** The Treasurer shall supervise the collection of all corporation fees and, subject to the provisions of any resolution of the Board of Directors, shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. He shall keep or cause to be kept the books of account and accounting records required by the Act. He shall perform all duties incident to his office or that are properly required of him by the Board of Directors. He may be required to give such bonds for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.
- 9.8 The Board of Directors may from time to time appoint an Executive Director, General Manager, Manager, or an administrator and may delegate to him full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors or by the members in general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the Board of Directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by an Executive Director, General Manager, Manager or an administrator shall be subject to discharge by the Board of Directors.
- 9.9 **Vacancies.** If the office of President, Vice-President, Treasurer or Secretary shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the directors may appoint an officer to fill such vacancy.

COMMITTEES

- 10.1 **Constitution of Committees.** The following committees, namely, Finance Committee and Nominating Committee, shall be constituted to assist the directors in carrying out the affairs of the Corporation.
- 10.2 **Membership of Committees.** The Board of Directors shall annually or more often appoint not less than three (3) and not more than seven (7) members of the Corporation to be members of each of the aforesaid committees and shall designate one (10 of the members of each committee as Chairman thereof). The President shall be ex-officio a member of each such committee but shall not be included in the numbers referred to herein.
- 10.3 **Meetings.** The committees may meet for the transaction of business, adjourn, and otherwise regulate their meetings as they think fit provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.
- 10.4 **Finance Committee.** The Finance Committee shall from time to time review the financial position of the Corporation and make recommendations to the Board of Directors concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments and the preparation of any annual budget.
- The Finance Committee shall consist of the President or the Vice-President, the Treasurer, the Executive Director (non-voting) and at least two other members under the Chairmanship of the Treasurer.
- 10.5 **Nominating Committee.** The Nominating Committee shall submit a slate of directors (at least one name for each director to be elected) to each annual meeting of members and a slate of officers (at least one name for each office to be filled) to the first meeting of directors following the annual meeting of members.
- The Nominating Committee shall consist of at least three (3) members, a majority of whom shall not be directors.
- 10.6 **Other Committees.** The Board of Directors may from time to time constitute such other committees as it deems necessary and shall prescribe their duties.

10.7 **Executive Committee.**

- (a) The Board of Directors, whenever it consists of more than six, may from time to time elected from among its number and executive committee consisting of such number of members, not less than three, of whom a majority shall be resident Canadians, as the board may by resolution determine. Each member of the executive committee shall serve during the pleasure of the Board and, in any event, only so long as he shall be a director. The Board may fill vacancies in the executive committee by election among its number. If whenever a vacancy shall exist in the executive committee, the remaining members may exercise all its powers so long as a quorum remain in office.
- (b) During the intervals between the meetings of the Board, the executive committee shall possess and may exercise (subject to any regulations to which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation (save and except only such acts as must by law be performed by the Board itself) in such manner as the executive committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board.
- (c) Subject to any regulations imposed from time to time by the Board, the executive committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedures from time to time.
- (d) No business may be transacted by the executive committee except at a meeting of its members at which a quorum of the executive committee is present and at which a majority of the members present are resident Canadians.
- (e) Meetings of the executive committee may be held at the head office of the Corporation or at any other place in or outside of Ontario. In any financial year of the Corporation a majority of the meetings of the Board of Directors and a majority of the meetings of the executive committee shall be held at a place within Canada. The executive committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be submitted as soon as practicable to the Board.

VOTING SHARES AND SECURITIES IN OTHER COMPANIES

- 11.0 All the shares or other securities carrying voting rights of any other company or corporation held from time to time by the Corporation may be voted at any and all meetings of the shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and in such manner and by such person or persons as the Board of Directors of the Corporation shall from time to time determine.
- The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board of Directors.

NOTICES

- 12.1 **Service.** Any notice to be given to any member, director or auditor shall be served either personally or by sending it through the post in a prepaid envelope or wrapper or by telegram or cablegram to such member, director or auditor addressed to him at his address as the same appears in the books of the Corporation or, if no address be given therein, then addressed to the last address of such member, director and auditor know to the Secretary of the Corporation. With respect to every notice sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office or into a post office box.
- 12.2 **Signature to Notices.** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 12.3 **Computation of Time.** Where a given number of days' notice or notice of the extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted.

Where the term "business days" is used in this by-law it shall mean Mondays, Tuesdays, Wednesdays, Thursdays, and Fridays except where such days fall on statutory holidays.

- 12.4 **Proof of Service.** A certificate of the President, Vice-President, the Treasurer or the Secretary of the Corporation or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer, or auditor of the Corporation, as the case may be.

CHEQUES, DRAFTS, NOTES, ETC.

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

HEAD OFFICE

- 14.0 The directors may from time to time by resolution fix the location of the head office of the Corporation within the place in Ontario designated as such be the Corporation's letters patent or by special resolution of the Corporation.

SEAL

- 15.0 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

CUSTODY OF SECURITIES

- 16.0 All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in the safety deposit box or, if so authorized by resolution of the Board of Directors, with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of

the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registered thereof to be effected.

EXECUTION OF CONTRACTS, ETC.

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

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

The term “contracts, documents, or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, any two of the President or Vice-President or Secretary or Treasurer are authorized to sell, assign, transfer, exchange, convert or convey and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying such shares, bonds, debentures, rights, warrants or other securities.

CATEGORY:	GOVERNANCE POLICIES
POLICY:	BY-LAW #1
Page No.:	14 of 14

RULES OF ORDER

- 18.0 All meetings of the directors and/or members of the Corporation shall be conducted in accordance with Bourinot's Rules of Order when not in conflict with the letters patent or by-laws of the Corporation.

FISCAL YEAR

- 19.0 The first fiscal period of the Corporation shall terminate on the 31st day of December, 1982, and thereafter the fiscal year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.

The foregoing by-law is hereby consented to and passed by the directors of the Corporation pursuant to the Corporation Act, this 31st day of December 1982.