

BY-LAW Number 4

A BY-LAW RELATING GENERALLY TO THE TRANSACTION
OF THE BUSINESS AND AFFAIRS OF

THIRD AGE LEARNING KITCHENER-WATERLOO

(**"TAL-KW"**)

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BE IT ENACTED as a by-law of TAL-KW as follows:

ARTICLE 1

INTERPRETATION

1.01 **Definitions:** In this by-law, all other by-laws and the resolutions of the directors and members of TAL-KW, unless the context otherwise requires:

"board" means the board of directors of TAL-KW;

"mailing list" means a list prepared and maintained by the Registrar of those persons who are eligible to receive the brochure. Those who have not applied to a lecture series at least once in the previous 4 sessions will be removed from such list;

"members" are defined in Article 6;

"meetings of members" includes the annual meeting of members and a special meeting of members;

"resolution" means a resolution that is submitted to a meeting of the directors or members, as the case may be, and passed, with or without amendment, by at least a majority of the votes cast;

"session" means all of the series offered in the fall or winter;

"series" means a set of lectures;

"special resolution" means a resolution that is submitted to a special meeting of the members duly called for the purpose of considering the resolution and passed, with or without amendment, at the meeting by at least two-thirds of the votes cast;

singular words include the plural and vice versa; masculine words include the feminine and neuter genders; and

the headings used in the by-laws are inserted for reference purposes only and are not to be considered in construing the terms of the by-laws.

1.02 **Amendment of By-laws:** The by-laws of TAL-KW may be repealed or amended by a by-law enacted by a majority of the directors at a meeting of the board and passed by an affirmative vote of a majority of the members at a meeting duly called for the purpose of considering such by-law.

ARTICLE 2

TRANSACTION OF THE AFFAIRS OF TAL-KW

- 2.01 **Financial Year:** Until changed by resolution of the board, the financial year of TAL-KW shall end on February 28 in each year.
- 2.02 **Execution of Instruments:** Contracts and all other such documents must be signed on behalf of TAL-KW by any one of the President, Vice-President, Secretary, Program Director or Registrar together with the Treasurer. However, the board may direct the manner in which and the person or persons by whom any particular document may be signed.
- 2.03 **Banking Arrangements:** The banking business of TAL-KW shall be transacted with such banks, trust companies or credit unions as may be authorized by resolution of the board. All such banking business shall be transacted on TAL-KW's behalf by the Treasurer together with any one of the President, Vice-President, Secretary, Program Director or Registrar, including, without limitation, the operation of TAL-KW's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, the giving of receipts for and orders relating to any property of TAL-KW, and the signing of any agreement relating to any banking business.
- 2.04 **Books and Records:** The directors shall see that all necessary books and records of TAL-KW required by the by-laws of TAL-KW or by any applicable statute or law are regularly and properly kept.

ARTICLE 3

DIRECTORS

- 3.01 **Number of Directors and Quorum:** The affairs of TAL-KW shall be managed by its board. The number of directors shall be determined by resolution of the board and shall not be less than 8 nor more than 18, of whom a majority shall constitute a quorum.
- 3.02 **Qualification and Term:** No person may be a director unless he is or becomes a member and has given to the board his consent to so serve. A director is elected for a three-year term and may be re-elected for no more than three additional one-year terms. After one year or more of absence from the board, a

former director may be re-elected for a three-year term and may be re-elected for no more than three additional one-year terms.

- 3.03 **Election:** The election of directors takes place at the annual meeting of members and at each succeeding annual meeting of members. All the directors whose terms [as defined in subparagraph 3.02] have expired shall retire, but, if qualified, are eligible for re-election. The election shall be by a show of hands.
- 3.04 **Vacation of Office:** The office of a director shall be vacated upon the occurrence of any of the following events: (a) if a receiving order is made against him or if he makes an assignment under the *Bankruptcy and Insolvency Act*; (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs; (c) on death; (d) if a special resolution is passed by two-thirds of the members present at a special general meeting which states that he is removed from office; or (e) if by notice in writing to the Secretary he resigns his office.
- 3.05 **Nominating Committee:** The board shall appoint a three-person Nominating Committee from among themselves. The Nominating Committee shall receive suggestions, no later than two weeks prior to the annual meeting of members, and make, at least one week prior to the annual meeting of members, recommendations to the board of directors for its approval. The Nominating Committee shall submit the slate so determined by the directors to fill the board vacancies at each annual meeting. Suggestions for board nominations received from members must be accompanied by the consent to serve of the person so named.
- 3.06 **Vacancies:** Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by an appointment by the directors; otherwise such vacancies shall be filled at the next annual meeting of members at which the directors for the ensuing year are elected. Any director so appointed or elected shall complete the term of the director he replaces.

However, if such vacancies result in the absence of a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancies.

If the number of directors is increased between the terms, vacancies up to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled as set out in this subparagraph.

- 3.07 **Retiring Director:** A retiring director shall remain in office until the later of the adjournment of the meeting at which his retirement is accepted or the election of his successor.

- 3.08 **Calling of Meetings:** Meetings of the board shall be held at the call of the board or the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of one third of the directors. Notice of the time and place of every meeting so called shall be given to each director not less than forty-eight hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, except that no notice of a meeting is necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.
- 3.09 **First Meeting of New Board:** Provided a quorum of directors is present, each newly-elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected. At such board meeting the directors may appoint the officers as set out in subparagraph 4.01.
- 3.10 **Regular Meetings:** The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice is required for any such regular meeting. A directors' meeting may also be held, without notice, immediately following the annual meeting of members. The directors may consider or transact any business, either special or general, at any meeting of the board.
- 3.12 **Meetings by Communication Facilities:** When all the directors who are present at or participating in the meeting have consented, any director may participate in a meeting of the board by means of conference telephone, electronic or other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A director participating in such a meeting by such means is deemed for the purposes of these by-laws to be present at the meeting.
- Any such consent is effective whether given before or after the meeting to which it relates and may be given with respect to all board or committee meetings.
- 3.13 **Voting by Email:** In the case of relatively simple matters that in the opinion of the President cannot wait until the next Board meeting to be decided, the President (or a delegate) may conduct an email vote using the following process:
- a) The President shall obtain a mover and seconder for the motion to be considered.
 - b) The President shall send a notification email to all directors that includes:
 - i. the exact wording of the proposed motion to be considered
 - ii. rationale for the proposed motion
 - iii. the names of the mover and seconder, and

- iv. notification that questions, comments and/or proposed amendments may be circulated by email within the next forty-eight hours
 - c) After forty-eight hours have elapsed, the President shall review all input that has been provided, reformulate the proposed motion as required and call for an email vote on the motion.
 - d) Directors shall have twenty-four hours following the President's call for the vote to respond by email with their vote.
 - e) Existing Bylaws governing quorums (Bylaw 3.01), Votes to Govern (Bylaw 3.16) and Declaration of Interest (Bylaw 3.18) shall apply to email votes.
 - f) Each email vote shall be ratified at the next regular meeting of the board and recorded in the minutes.
- 3.14 **Place of Meetings:** Meetings of the board shall be held at locations determined by the board.
- 3.15 **Chairman:** The President or, in his absence, the Vice-President, shall be chairman of any meeting of directors; and, if no such officer is present, the directors present shall choose one of their number to be chairman.
- 3.16 **Votes to Govern:** At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. 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. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes are 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 President his duties may be performed by the Vice-President or such other director as the board may appoint for the purpose.
- 3.17 **Interest of Directors in Contracts:** No director is disqualified by his office from contracting with TAL-KW. No contract or arrangement entered into by or on behalf of TAL-KW with any director or in which any director is interested is void or voidable. No director so contracting or being so interested is obliged to account to TAL-KW or any of its members for any profit realized by any such contract or arrangement.
- 3.18 **Declaration of Interest:** A director who is in any way, directly or indirectly, interested in a contract or transaction or proposed contract or proposed transaction with TAL-KW, must declare the nature and extent of such interest
- (a) at the meeting of directors at which a proposed contract or transaction is first considered, or

(b) if the director was not then interested in such proposed contract or transaction, at the first meeting of directors after he becomes so interested, or

(c) if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting of directors after he becomes so interested, or

(d) if a person who is interested in a contract or transaction later becomes a director, at the first meeting of directors after he becomes a director,

and he must refrain from voting in respect of the contract or transaction or proposed contract or proposed arrangement.

- 3.19 **Remuneration:** The directors shall receive no compensation, directly or indirectly, for acting as such and shall not receive, directly or indirectly, any profit from their office. Directors may be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the board or of the members. Directors may be paid for reasonable expenses incurred by them in the performance of their duties.
- 3.20 **Committees:** The board may appoint committees for such purposes and with such powers as it shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may make. Committee members will serve one-year renewable terms and the chairman of each committee must be a director. The board may remove any member of any committee.

ARTICLE 4

OFFICERS

- 4.01 **Appointment of Officers:** The directors shall appoint, from among themselves, immediately following the annual meeting of members at which the directors were elected, the following officers:
- President;
 - Vice-President;
 - Secretary;
 - Treasurer;
 - Registrar; and
 - Program Director.

The term of office of any officer ends when he is no longer a director.

- 4.02 **Appointment of Other Officers:** The board may appoint such other officers as it determines. Such other officers shall perform the duties as may be determined by the board. The officers so appointed may, but need not be,

directors and any person may hold more than one office. However, the President cannot hold the offices of Secretary or Treasurer.

- 4.03 **President:** The President is responsible for the general management and direction, subject to the authority of the board, of TAL-KW and transaction of the affairs of TAL-KW. When present, he presides at all meetings of the members of TAL-KW and of the board. He ensures that all orders and resolutions of the board are carried into effect. He has such other powers and duties as the board determines. He is an ex-officio member of all committees, arranges facilities for sessions and meetings and represents TAL-KW. Working with the Program Director and the Registrar, he is responsible for designing and printing the brochures and tickets at least four weeks in advance of each session.
- 4.04 **Vice-President:** During the absence or inability of the President, his duties and powers may be exercised by the Vice-President. The Vice-President has such other powers and duties as the board or the President determines.
- 4.05 **Secretary:** The Secretary attends and is the secretary of all meetings of members and directors. He keeps and distributes detailed minutes of all such meetings. He gives notices of meetings to members and directors. He is the custodian of all books, papers, records, documents and other instruments belonging to TAL-KW. He monitors, and informs the president of, the terms of office of directors and committee members. The Secretary has such other duties as the board or the President may determine.
- 4.06 **Treasurer:** The Treasurer advises the board on financial matters, keeps complete and accurate books of account in which shall be recorded all receipts and disbursements of TAL-KW. He complies with subparagraph 2.03 and controls the disbursement of the funds of TAL-KW. He must render to the board whenever required an account of all such transactions as Treasurer and of the financial position of TAL-KW. He performs such other duties as the board or the President determines.
- 4.07 **Registrar:** The Registrar is accountable for sending brochures and email notifications for upcoming sessions to the persons on the mailing list, arranging for and managing the relationship with a board-approved ticket selling agency that is responsible for the sale and distribution of tickets, ensuring that proceeds from ticket sales are forwarded to the treasurer in a timely fashion and informing the board of sales activity, mailing list and membership status. The Registrar is also accountable for overseeing ticket sales at the door.
- 4.08 **Program Director:** The Program Director makes recommendations to the board of suggested topics for upcoming series, including themes and backups for each series. He assigns organizers and moderators for each lecture and ensures

they report regularly to him. He co-ordinates with the audio-visual technicians the audio-visual and all other equipment required for each speaker. He works with the President on each brochure, providing a final outline of the series to be featured.

- 4.09 **Refreshments:** The board appoints a director to arrange refreshments for the intermission in lectures and at other times as required by the board.
- 4.10 **Archives:** The board appoints a director or a past director to assemble and preserve the archives of TAL-KW, and to deposit them at regular intervals in the archives of local history at the Kitchener Public Library. He collects annual reports from the officers and maintains a policy and procedures manual to guide the directors and officers in the discharge of their duties.
- 4.11 **Duties of Other Officers:** The duties of all other officers of TAL-KW shall be such as determined by the board or the President. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the President otherwise directs.
- 4.12 **Variation of Duties:** The board may vary, add to or limit the powers and duties of any officer.
- 4.13 **Fidelity Bonds:** The board may require such officers of TAL-KW to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may determine.

ARTICLE 5

PROTECTION OF DIRECTORS AND OFFICERS

- 5.01 **Limitation of Liability:** No director or officer of TAL-KW shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for the insufficiency or deficiency of any security in or upon which any of the monies of TAL-KW 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 TAL-KW shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, 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 caused by his own wilful neglect or default, or as a result of any action, suit or proceeding in which he is adjudged to be in breach of any duty or responsibility imposed upon him by common law or statute.

5.02 **Indemnity:** Every director and officer of TAL-KW and his heirs, executors, administrators and estate, respectively, shall be indemnified and saved harmless out of the funds of TAL-KW from and against

- (a) all costs, charges and expenses that such director or officer sustains or incurs in or about any action, suit or proceeding that is commenced or prosecuted against him relating to any act, deed, matter or thing made, done or permitted by him in the execution of the duties of his office, and
- (b) all other costs, charges and expenses that he incurs relating to the affairs of TAL-KW,

except such costs, charges or expenses as are caused his own wilful neglect or

5.03 **Insurance for Directors and Officers:** The board may purchase and maintain insurance for the benefit of a director or officer of TAL-KW against costs, charges and expenses incurred by such director or officer relating to the execution of the duties of his office or to the affairs of TAL-KW.

ARTICLE 6

MEMBERS

6.01 **Members:** Members are persons admitted to membership in TAL-KW by resolution of the board. They must pay a fee to attend a series, in an amount determined by resolution of the board. Members enrolled in either the fall or winter session preceding the annual meeting will remain as members until the first lecture of the session following that in which the annual meeting is held. Each member is entitled to one vote at all meetings of members.

6.02 **Term of Membership:** Membership is not transferable and ceases to exist upon a member's:

- (a) death;
- (b) resignation; or
- (c) otherwise ceasing to be a member in accordance with the by-laws of TAL-KW.

ARTICLE 7**MEETINGS OF MEMBERS**

- 7.01 **Annual Meeting:** The annual meeting of the members shall be held at such time and on such day in each year as the board determines, for the purpose of receiving the reports of the President, Treasurer, Registrar, Program Director, Nominating Committee and such other reports as deemed necessary by the directors, for the purpose of electing directors and for the transaction of such other matters as may properly be brought before such meeting. The date of such meeting cannot be later than March 31 in each year.
- 7.02 **Special Meetings:** The board, the President, or any two directors, shall have the power to call a special meeting of members at any time.
- 7.03 **Place of Meetings:** Meetings of members may at such places as determined by the board.
- 7.04 **Notice of Meetings:** No public notice of members' meetings, annual or special, is required. However, any notice given pursuant to this subparagraph must include such detail of the matters to be considered so as to permit the members to give "informed consent" to such matters. Notice of the date, time and place of each annual meeting of members is given by announcement at or before the last lecture in each Fall series, and at least two weeks before the annual meeting in each Winter series, and also on the TAL-KW website at least two weeks prior to such meeting. In addition, notice of the date, time and place of each annual meeting must appear in the brochure of the winter session.
- Notice of the date, time and place of a special meeting of members must be given at least three weeks prior to the date of such meeting, by a director contacting or attempting to contact each member, orally or in writing.
- 7.05 **Chairman and Secretary:** The President or, in his absence, the Vice-President, Treasurer, Registrar or Program Director, in that order, shall be chairman of any meeting of members. If the Secretary is absent, the chairman shall appoint a member to act as secretary of the meeting.
- 7.06 **Persons Entitled to be Present:** The only persons entitled to attend a meeting of members shall be those entitled to vote at it. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.
- 7.07 **Quorum:** A quorum for the transaction of business at any meeting of members is twelve members present in person. No member is entitled to appoint a proxy.

- 7.08 **Right to Vote:** At any meeting of members, each member is entitled to one vote.
- 7.09 **Votes to Govern:** At any meeting of members, every motion shall, unless otherwise required by the by-laws of TAL-KW or by law, be determined by the majority of votes cast.
- 7.10 **Show of Hands:** Any motion at a meeting of members shall be decided by a show of hands. Upon a show of hands, every member present and entitled to vote has one vote. Whenever a vote by show of hands has been taken upon a motion, a declaration by the chairman of the meeting that the vote upon the motion has been carried, carried by a particular majority or not so carried, is prima facie evidence of the fact without any other proof.
- 7.11 **Polls:** Prior to a show of hands having been taken on any motion, the chairman may require, or any member present and entitled to vote on the motion may demand, a poll on such motion. A poll so required or demanded shall be taken in such manner as the chairman directs. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present and entitled to vote has one vote, and the result of the poll is the decision of the members on such motion.
- 7.12 **Casting Vote:** If there is a tie in the number of votes at any meeting of members either upon a show of hands or upon a poll, the chairman of the meeting is entitled to a second or casting vote.

ARTICLE 8

NOTICES

- 8.01 **Method of Giving Notice:** Any notice (which includes any communication or document) to be given pursuant to the by-laws or otherwise to a member, director or officer of TAL-KW is sufficiently given if delivered personally, or if sent to him at his address on the mailing list maintained by the Registrar by any means of transmitted or recorded communication. The Registrar may change such address based on any information believed by him to be reliable.

A notice so delivered is deemed to have been given when it is delivered personally, transmitted or recorded. The statutory declaration of the Registrar or President that notice has been given pursuant to this by-law is conclusive evidence of the giving of such notice.

- 8.02 **Computation of Time:** In computing the date when such notice must be given under any provision of the by-laws requiring a specified number of days' notice

of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

- 8.03 **Omissions and Errors:** The accidental omission to give any notice to any member, director or officer of TAL-KW, or the non-receipt of any notice by any member, director or officer of TAL-KW, or any error in any notice not affecting the substance of it does not invalidate any action taken at any meeting held pursuant to such notice. Any member, director or officer may at any time waive notice of any such meeting and may ratify and approve of proceedings undertaken at it.

ARTICLE 9

ADJOURNMENT

- 9.01 **Adjournment:** Any meetings of the members or the directors may be adjourned to any place and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice is required of any such adjournment. Such adjournment may be made even if no quorum is present.

ARTICLE 10

PURPOSE AND SURPLUS

- 10.01 TAL-KW is a not-for-profit independent organization operated by a voluntary board of directors which offers continuing education challenges for seniors interested in a post-secondary learning experience. Funds declared beyond the needs of TAL-KW may by resolution of the board be granted to local not-for-profit entities engaged in conducting research about, or otherwise advancing the fields of, gerontology, geriatrics, or diseases affecting the elderly.

ARTICLE 11

EFFECTIVE DATE AND REVOCATION

11.01 This by-law supersedes all prior by-laws and takes effect as of the date of confirmation by the members as shown below.

PASSED by the board of directors on May 9, 2017.

President

Secretary

CONFIRMED by the members on February 28, 2018.

Secretary