

**By-laws:**

# **Third Age Learning Kitchener-Waterloo**

**Original Incorporation Version**

**Dated: April 13, 2022**





# **By-laws: Third Age Learning Kitchener-Waterloo**

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## **ARTICLE 1. INTERPRETATION**

**1.01 Definitions:** In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**mailing list**" means a list prepared and maintained by the registrar of those persons who are eligible to receive communications, as determined by the Corporation's Policy Manual.

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Patrons**" means those persons who purchase a ticket or a series ticket to attend the Corporation's events;

"**Policies**" means the policies as stipulated in the Corporation's Policy Manual

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

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

"series" means a set of lectures; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**1.02 Interpretation:** 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.

In the interpretation of this by-law, words in the singular include the plural and vice-versa and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

**1.03 Invalidity of Provisions of this By-law:** The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

## **ARTICLE 2. EXECUTION OF DOCUMENTS**

**2.01 Execution of Documents:** Execution of Documents Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **ARTICLE 3. FINANCIAL**

**3.01 Banking Arrangements:** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the treasurer and one other officer of the Corporation.

**3.02 Borrowing Powers:** If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Corporation may from time to time:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any

property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

**3.03 Surplus:** Funds declared beyond the needs of the Corporation may by resolution of the board be granted to local not-for-profit entities. In no case shall funds be granted to organizations with political and/or religious affiliations.

**3.04 Financial Year End:** The financial year end of the Corporation shall be March 31 in each year.

**3.05 Availability of Financial Statements:** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available on the Corporation's website.

## **ARTICLE 4. MEMBERSHIP AND MEMBERSHIP MEETINGS**

**4.01 Membership Class:** Members are drawn from those persons serving as directors of the Corporation and any expanded membership definition that may be created in the future. Each member is entitled to one vote at all meetings of members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

**4.02 Transferring Membership:** Membership is not transferable. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

**4.03 Notice of Members' Meeting:** 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 shall be given by announcement at last lecture in each Spring, Fall, and Winter series. The Corporation's website shall post the announcement of the meeting at least two weeks prior to such meeting. In addition, notice of date, time and place of each annual meeting shall be sent to all members electronically, at least three weeks prior to such meeting.

Notice of the date, time, purpose and place of a special meeting shall be given at least three weeks prior to the date of such meeting by a director contacting or attempting to contact each member electronically.

**4.04 Members Calling a Members' Meeting:** The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 25% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

**4.05 Membership Fees:** As per By-law 4.01, there shall be no membership fee.

**4.06 Termination of Membership:** A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;

- c. the member's term of membership expires;
  - d. if the member fails to become or ceases to become a director of the Corporation;
- or
- e. the Corporation is liquidated and dissolved under the Act.

**4.07 Effect of Termination of Membership:** Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

**4.08 Discipline of Members:** The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written Policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

**4.09 Nominating Directors at Annual Members' Meetings:** The board shall appoint a Nominating Committee from among themselves. The Nominating Committee shall submit the slate in writing to the board.



- 4.10 Cost of Publishing Proposals for Annual Members' Meetings:** The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.
- 4.11 Place of Members' Meeting:** Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.
- 4.12 Persons Entitled to be Present at Members' Meetings:** Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting. The chair may grant voice to non-members.
- 4.13 Chair of Members' Meetings:** In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 4.14 Quorum at Members' Meetings:** A quorum for the transaction of business at any meeting of members is at least fifty percent of the members. No member is entitled to appoint a proxy.
- 4.15 Voting at Members' Meetings:** At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 4.16 Participation by Electronic Means at Members' Meetings:** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in

a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

**4.17 Members' Meeting Held Entirely by Electronic Means:** If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**4.18 Members' 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:

- a) approving minutes from the previous Members' Annual Meeting and any other Members' Meetings held in the previous year,
- b) receiving the reports of the president, treasurer, registrar, program director, nominating committee and such other reports as deemed necessary by the directors,
- c) appointing the financial reviewers for the upcoming fiscal year,
- d) electing directors,
- e) ratifying board actions from the previous year,
- f) approving amendments to the By-laws, and for
- g) the transaction of such other matters as may properly be brought before such meeting.

The date of such meeting shall not be later than October 31 in each year.

## **ARTICLE 5. DIRECTORS AND MEETINGS OF DIRECTORS**

**5.01 Number of Directors:** The number of directors shall be determined by resolution of the board and shall not be less than 8 nor more than 15, of whom a majority shall constitute a quorum.

**5.02 Term of Office of Directors:** No person may be a director, unless they agree to become a member, and have given to the board their 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.

**5.03 Vacancies on Board of Directors:** 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 being replaced. This partial year shall be deemed to be the first year of a three-year term subject to the six-year limit of clause 5.02.

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.

**5.04 Interest of Directors in Contracts:** No director is disqualified by their office from contracting with the Corporation. No contract or arrangement entered into by or on behalf of the Corporation 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 the Corporation or any of its members for any profit realized by any such contract or arrangement.

**5.05 Declaration of Directors' Conflict 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 the Corporation, 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 they 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 they 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 they becomes a director,

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

- 5.06 Remuneration of Directors:** 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 accordance with the terms of the Policies of the Corporation.
- 5.07 Calling of Meetings of Board of Directors:** 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.
- 5.08 Notice of Meeting of Board of 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.
- 5.09 Regular Meetings of the Board of Directors:** The board may appoint a day or days in any month or months for regular meetings (in-person or virtual) 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.
- 5.10 Voting at Meetings of the Board of Directors:** 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 chair of the meeting, in addition to their original vote, shall have a second or casting vote. A declaration by the chair 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, the president's duties may be performed by the vice-president or such other director as the board may appoint for the purpose.

- 5.11 Voting by Email:** In the case of matters that in the opinion of the president cannot wait until the next meeting of the board to be decided, the president, or a board member designated by the president, may conduct an email vote in accordance with procedures in the Policies of the Corporation.
- 5.12 Duties of Directors:** With the exception of the Officers whose duties are prescribed in By-law 6.02, the duties of all other directors of the Corporation 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.
- 5.13 Committees of the Board of Directors:** The board may from time to time create any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. The chair of any such committee must be a director and members of the committee must be appointed by the board. Any committee member may be removed by resolution of the board of directors.
- 5.14 Director Representation with External Organizations:** A director asked to participate on a committee with an external organization (e.g. Age Friendly Waterloo) as a representative of the Corporation shall be authorized by the Corporation.
- 5.15 Books and Records of the Corporation:** The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **ARTICLE 6. OFFICERS**

- 6.01 Appointment of Officers:** The board may designate the offices of the Corporation, appoint officers immediately following the annual meeting and otherwise, when required, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. All officers shall be a director of the Corporation. With the exception of the president who cannot hold the offices of secretary or treasurer, two or more offices may be held by the same person.

**6.02 Officers of the Corporation:** Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. President –The president shall serve as the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and Policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation, and shall, when present, preside at all meetings of the board of directors and of the members. The president shall have such other duties and powers as the board may specify.
- b. Vice- President – The vice-president-shall, when present, preside at all meetings of the board of directors and of the members and exercise all duties and powers of the president if the president is absent or is unable or refuses to act. The vice-president shall have such other duties and powers as the board may specify.
- c. Secretary – The secretary shall attend and be the secretary of all meetings of the board and members. The secretary shall enter or cause to be entered in the Corporation's minute book, the current membership list; minutes of all proceedings at such meetings; give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; serve as archivist; and shall monitor, and inform the president of, the terms of office of directors and committee members. The secretary shall have such other duties and powers as the board may specify.
- d. Treasurer – The treasurer shall advise the board on financial matters, keep complete and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation, control the disbursement of the funds of the Corporation, and render to the board whenever required an account of all such transactions as treasurer and of the financial position of the Corporation. The treasurer shall have such other duties and powers and duties as the board may specify.
- e. Registrar - The registrar shall manage communications with patrons, manage the sale of tickets and report sales activity to the board. The registrar shall have such other duties and powers as the board may specify.
- f. Program Director – The program director shall recommend suggested topics

and speakers for upcoming series to the board, provide information for publicizing each series and make the required arrangements for each lecture with the speaker and technical team. The program director shall have other duties and powers as the board may specify.

- 6.03 Officer Vacancies:** In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
- a. the officer's successor being appointed,
  - b. the officer's resignation,
  - c. such officer ceasing to be a director or
  - d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **ARTICLE 7. PROTECTION OF DIRECTORS AND OFFICERS**

- 7.01 Limitation of Liability:** No director or officer of the Corporation 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 the Corporation 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 the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless caused by their own wilful neglect or default, or as a result of any action, suit or proceeding in which they are adjudged to be in breach of any duty or responsibility imposed upon them by common law or statute.

- 7.02 Indemnity:** Every director and officer of the Corporation and their heirs, executors, administrators and estate, respectively, shall be indemnified and saved harmless out of the funds of the Corporation 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 them relating to any act, deed, matter or thing made, done or permitted by them in the execution of the duties of their office, and

- (b) all other costs, charges and expenses that they incur relating to the affairs of the Corporation,

except such costs, charges or expenses as are caused their own wilful neglect or default.

- 7.03 Insurance:** The board may purchase and maintain insurance for the benefit of a director or officer of the Corporation against costs, charges and expenses incurred by such director or officer relating to the execution of the duties of their office or to the affairs of the Corporation.

## **ARTICLE 8. METHOD OF GIVING NOTICE**

- 8.01 Method of Giving Notice:** Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
- a. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
  - b. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it has been so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The registrar may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the registrar to be reliable. The declaration by the registrar that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

## **ARTICLE 9. DISPUTE RESOLUTION**

- 9.01 Mediation and Arbitration:** Disputes or controversies among members, directors, officers, committee members, patrons or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the Policies of the Corporation.



**9.02 Dispute Resolution Mechanism:** In the event that a dispute or controversy among members, directors, officers, committee members, patrons or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled using the Policies of the Corporation.

## **ARTICLE 10. OMISSIONS AND ERRORS**

**10.01 Omissions and Errors:** The accidental omission to give any notice to any member, director or officer of the Corporation, or the non-receipt of any notice by any member, director or officer of the Corporation, 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 11. BY-LAWS AND EFFECTIVE DATE**

**11.01 By-laws and Effective Date:** The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

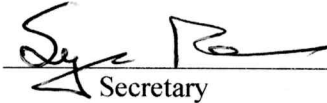
This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

## **ARTICLE 12. EFFECTIVE DATE AND REVOCATION**


**12.01 Revocation:** 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 [13,04,2022]

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

CONFIRMED by the members on [17,05,2022]

  
\_\_\_\_\_  
Secretary