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**GUELPH NEIGHBOURHOOD SUPPORT COALITION**

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**GENERAL OPERATING BY-LAW NO. 3**

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**GENERAL OPERATING BY-LAW NO. 1**

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

**GUELPH NEIGHBOURHOOD SUPPORT COALITION**  
(the “Corporation”)

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## **GENERAL OPERATING BY-LAW NO. 2**

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

### **GUELPH NEIGHBOURHOOD SUPPORT COALITION** (the "Corporation")

**WHEREAS** the Corporation was issued a certificate of incorporation by the federal Government of Canada under the *Canada Not-for-Profit Corporations Act* on the 11th day of September, 2012;

**NOW THEREFORE BE IT ENACTED** as a general operating By-law of the Corporation as follows:

#### **SECTION I** **INTERPRETATION**

##### **1.01 Definitions**

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) "Board" means the board of directors of the Corporation.
- (d) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) "Director" means a member of the Board.
- (f) "Member" means a member of the Corporation and "Members" or "Membership" means the collective membership of the Corporation.
- (g) "Neighbourhood Panel" means a panel consisting of representatives from each Neighbourhood Group appointed by said Neighbourhood Group.
- (h) "Officer" means an officer of the Corporation.
- (i) "Operating Policies" means the operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (j) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.

- (k) "Partner Panel" means a panel consisting of representatives from each Partner organization appointed by said Partner organization.
- (l) "Proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act.
- (m) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.
- (n) "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**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **SECTION II FINANCIAL AND OTHER MATTERS**

### **2.01 Financial Year**

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of December in each year.

### **2.02 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 or elsewhere as the Board of Directors may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **2.03 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 or Directors. 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 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, By-law or other document of the Corporation to be a true copy thereof.

**2.04 Public Accountant and Level of Financial Review**

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

**2.05 Annual Financial Statements**

The Corporation shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

**2.06 Operating Policies**

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**SECTION III**  
**DIRECTORS**

**3.01 Powers**

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

**3.02 First Directors**

The persons set out in the notice of first Board of Directors shall become the first Directors of the Corporation whose term of office on the Board shall continue until their successors are elected at the first meeting of Members. The Board elected at the first meeting of Members following incorporation shall replace the initial Directors.

**3.03 Number of Directors**

The Board shall consist of the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution

empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers or employees of the Corporation or its affiliates.

### **3.04 Qualifications**

Each Director shall be an individual who is not less than 18 years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an “ineligible individual”, as defined in the *Income Tax Act*, shall be a Director.

### **3.05 Election of Directors and Term**

Subject to the Articles, all Directors, otherwise not disqualified under the Act, shall be duly elected by the Members at a Panel meeting at which an election is required. Every election of Directors shall be ratified at the following AGM All Directors' terms of office shall be 2 years. No individual Director shall serve more than three consecutive terms.

### **3.06 Board Composition**

- (i) Five (5) candidates who shall be elected by the members of the Neighbourhood Panel; Normally not more than one and never more than two members of the Board can be from any one Neighbourhood Group; and
- (ii) Five (5) candidates who shall be elected by the members of the Partner Panel. Normally not more than one and never more than two members of the Board can be from any one Partner.

### **3.07 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 3.09, or no longer fulfils all of the qualifications to be a Director set out in section 3.04, as determined in the sole discretion of the Board. If a Director is removed or resigns from the Neighbourhood Panel or Partner Panel, that Director shall cease to hold office and the class of Members entitled to elect a director from the Neighbourhood Panel or Partner Panel will elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

### **3.08 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

### **3.09 Removal**

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term, provided that a director elected by a class of members that has an exclusive right to elect the director may only be removed by an Ordinary Resolution of those Members, and the Members

may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. In special circumstances, the Board may remove a Director to immediate effect when the reputation or viability of the corporation is at stake as per the process outlined in the Board Policies.

### **3.10 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

### **3.11 Delegation**

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

### **3.12 Committees**

In addition to the Neighbourhood Panel and Partner Panel, the Board may from time to time appoint 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. Save and except for members of the Neighbourhood Panel and Partner Panel, any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its Chair and to otherwise regulate its procedure.

### **3.13 Conflict of Interest**

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 141 of the Act.

### **3.14 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board.



Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

### **3.15 Indemnification**

The Corporation shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

## **SECTION IV PANELS**

### **4.01 Panels**

There shall be two (2) standing Panels: the Partner Panel and Neighbourhood Panel. The Panels are intended to be the most important place for direction and feedback for the Corporation. Both Panels are meant to be sites of open discussion and robust engagement in organizational life as well as meaningful contribution to the Governance structures of the organization. The Board is obligated to take recommendations from the Panels seriously in their deliberations.

### **4.02 Limitation on Panel's Authority**

- (a) As internal divisions of the Corporation, Panels shall be directly subject to the By-laws and Articles. Panels shall also comply with and be subject to the Corporations' Operating Policies as adopted from time to time. A Panel may engage in activities and shall adopt Terms of Reference, regulations and policies for the management of their own affairs which are consistent with the By-laws, Articles, Operating Policies or any requirements of the Corporation.
- (b) However, nothing in these By-laws shall be construed as giving to a Panel, the power and authority to represent or act on behalf of the Corporation in any manner or thing, except with the express consent of the Board.

### **4.03 Panel Terms of Reference**

- (a) Panels shall develop Terms of Reference consistent with the Articles and By-laws of the Corporation to provide organizational and electoral requirements particular to each Panel.
- (b) Each Panel's Terms of Reference shall be filed with the Board for review. The Board may ask for modifications to a Panel's Terms of Reference if they are inconsistent with the Act, the Articles, these By-laws or Operating Policies of the Board.

**SECTION V**  
**MEETINGS OF DIRECTORS**

**5.01 Calling of Meetings**

Meetings of the Board may be called by the Co-Chairs of the Board or any two (2) Directors at any time.

**5.02 Place of Meetings**

Meetings of the Board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

**5.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 9.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

**5.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

**5.05 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

**5.06 Quorum**

A quorum for the transaction of business at any meeting of the Board shall be a double majority of the five (5) Directors elected to the Board by the Neighbourhood Group

Members then in office and the five (5) Directors elected to the Board by the Partner Members then in office, provided that vacancies on the Board shall not be included when establishing the requisite quorum; but in no case shall the quorum be less than 3/5 of the Board taking into account vacancies on the Board. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

**5.07 Chairperson on the Meeting**

The Co-Chairs of Board meetings shall chair all meetings of the Board. The Co-Chairs of the Board will rotate acting as chair of the meeting at each meeting of the Board. In the event that the Co-Chairs of the Board are absent, the Directors who are present shall choose one of their number to chair the meeting.

**5.08 Consensus Decision Making**

Unless otherwise required by the Act or the articles of the Corporation, questions arising at any meeting of the Board shall be decided by a consensus of the Directors present at the meeting. A consensus will be considered to have been reached when no Director objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the directors. In that event, each Director is authorized to exercise one vote. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**5.09 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

**SECTION VI  
MEMBERS**

**6.01 Classes and Conditions of Membership**

Neighbourhood Group Organizations and Partner Organizations are members of the Corporation. Individual representatives from each of the member organizations are asked to represent the member organization on its behalf on the Board and on the Panels.

Pursuant to the Articles, there shall be two (2) classes of Members in the Corporation consisting of Neighbourhood Group Members and Partner Members.

**6.02 Each Panel shall have a prescribed number of votes that they will assign to Panel delegates for meetings of the Corporation. The total number of these votes shall be determined by the number of Neighbourhood Groups. Neighbourhood Panel shall receive two votes for each Neighbourhoods Group and the Partner Panel shall get half of this number. Ideally, each member organization shall**

**have at least one vote. Surplus votes shall be assigned to delegates as the Panel sees fit. No individual representative at the AGM shall have more than one vote. For example, if there are fourteen Neighbourhood Groups, the Neighbourhood Panel shall receive twenty-eight votes at the AGM and the Partner Panel shall receive fourteen votes**

- (a) Establishment of Neighbourhood Groups as Members:
- (i) New Neighbourhood Groups may be established at the initiative of the Board.
  - (ii) Alternatively, upon application by individuals resident in a particular geographical location in the City of Guelph, and subject to their written agreement to be subject to the requirements imposed on Neighbourhood Groups by the Corporation in accordance with the By-laws, the Board may approve the application to establish a new Neighbourhood Group.
  - (iii) Upon the decision of the Board of Directors to establish a Neighbourhood Groups, the new Neighbourhood Group shall be immediately deemed to become a Neighbourhood Group member of the Corporation.
- (b) Required Governance for Neighbourhood Group Members

Neighbourhood Groups shall be operated in accordance with the following provisions:

- (i) The Neighbourhood Group shall establish an elected leadership team to govern the affairs of the Neighbourhood Group (the "Neighbourhood Group Leadership Team").
- (ii) The Neighbourhood Group shall establish terms of reference, which shall include qualifications for membership in the Neighbourhood Group, procedures for the election of the Neighbourhood Group Leadership Team, the procedure for the appointment of the Neighbourhood Group Representative to the Neighbourhood Panel, and procedures for the holding of meetings. These terms of reference will be submitted to the Board for approval in its sole discretion. Upon receiving approval, the Neighbourhood Group shall make the terms of reference available on its website, if available.
- (iii) Meetings of the members of the Neighbourhood Group and Neighbourhood Group Leadership Team shall be recorded in minutes. The minutes will be available for review by the Board upon giving the Neighbourhood Group reasonable notice.
- (iv) The geographic boundaries of the Neighbourhood Group shall be established in the Neighbourhood Group's terms of reference. The Board retains the authority in its sole discretion to re-align the geographic boundaries of the Neighbourhood Group.

- (c) Duties and Rights of Neighbourhood Group Members

In addition to those requirements described above, each Neighbourhood Group Member shall have the following duties and rights:

- (i) the duty to further the objects for the Corporation as contained in the Articles of Incorporation;
  - (ii) the duty to respect and submit to the procedures of the Corporation;
  - (iii) the duty to elect a representative to sit on the Neighbourhood Panel;
  - (iv) the duty to submit to the Corporation annual financial statements;
  - (v) the duty to attend all of meetings of Members scheduled in each year;
  - (vi) the duty to make available to the public an annual report that describes the number or programs being offered by the Neighbourhood Group, the number of participants serve, as well as the number of volunteer hours completed by members of the Neighbourhood Group;
  - (vii) the duty to make available to the public a summary of current accounts and other financial information as required by the Board, together with a report on any fundraising activities carried out by the Neighbourhood Group;
  - (viii) the right to receive notice of meetings of Members;
  - (ix) the right to designate in writing one (1) Neighbourhood Group Representative, to act on behalf of the Neighbourhood Group at meetings of Members, the right to elect to the Board five (5) Directors from the Neighbourhood Panel;
  - (x) such additional rights and privileges as determined by the Board from time to time.
- (d) Appointment of Neighbourhood Group Representative to Neighbourhood Panel
- (i) Each Neighbourhood Group Representative must be appointed by the Neighbourhood Group. The Neighbourhood Group shall notify the Corporation in writing of such appointment as soon as possible.
  - (ii) A Neighbourhood Group Representative may not appoint alternate persons to be a Neighbourhood Group Representative.
  - (iii) Once the Corporation is notified of the appointment of the Neighbourhood Group Representative, such appointment on record with the Corporation shall be valid until the appointment is changed or revoked in writing by the Neighbourhood Group Representative.
  - (iv) In the event that a Neighbourhood Group wishes to change the appointment of its Neighbourhood Group Representative the

Neighbourhood Group may do so at any time prior to a meeting of Members.

- (v) In the event that no written appointment is filed with the Corporation by a Neighbourhood Group, the rights of the Neighbourhood Group at Members' meetings shall be suspended until a written appointment has been filed with the Corporation.

The Corporation may from time to time prescribe the form of written appointment to be completed by Neighbourhood Groups.

### **6.03 Partner Members on Partner Panel**

- (a) Partner Membership on Partner Panel

Partner Membership is available to any interested business or not-for-profit that is operating as a sole practitioner, a partnership or a corporation located in the geographic boundaries of the City of Guelph that has a signed partnership agreement with the Corporation, save and except political parties and those that would receive a private benefit from the Corporation, or who have goals in the sole opinion of the Board which would compromise the safety, health, or sense of belonging of residents of the City of Guelph, including but not limited to those that sell tobacco or alcohol.

- (b) Partnership Agreement

The Partner Member shall sign an agreement with the Corporation which includes, but is not limited to, agreement that the Partner Member will support Neighbourhood Groups, supports the objects contained in the letters patent of the Corporation and will not use Neighbourhood Groups for the sale of the Partner Members goods or services.

- (c) Duties and Rights of Partner Members

Each Partner Member shall have the following duties and rights:

- (i) the duty to further the objects for the Corporation as contained in the Articles of Incorporation;
- (ii) the duty to respect and submit to the procedures of the Corporation;
- (iii) the duty for the Partner Member to have its partnership agreement reviewed with the Corporation on an annual basis;
- (iv) the right to receive notice of meetings of Members;
- (v) the right to appoint a Partner Representative to attend, speak, participate and vote at meetings of Members;
- (vi) the Partner Member Representative shall have one (1) vote at meetings of Members;

- (vii) the right to elect to the Board five (5) Directors from the Partner Panel Organizations;
  - (viii) such additional rights and privileges as determined by the Board from time to time.
- (d) Appointment of Partner Member Representative
- (i) Each Partner Member Representative must be duly appointed by the Partner Member. The Partner Member shall notify the Corporation in writing of such appointment as soon as possible.
  - (ii) A Partner Member Representative may not appoint alternate persons to be a Partner Member Representative.
  - (iii) Once the Corporation is notified of the appointment of the Partner Member Representative, such appointment on record with the Corporation shall be valid until the appointment is changed or revoked in writing by the Partner Member.
  - (iv) In the event that a Partner Member wishes to change the appointment of its Partner Member Representative, the Partner Member may do so at any time prior to a meeting of Members.
  - (v) In the event that no written appointment is filed with the Corporation by a Partner Member, the rights of the Partner Member at Members' meetings shall be suspended until a written appointment has been filed with the Corporation.
  - (vi) The Corporation may from time to time prescribe the form of written appointment to be completed by Partner Members.

#### **6.04 Resignation and Termination of Membership**

- (a) The interest of a Member in the Corporation is non-transferable.
- (b) Neighbourhood Group and Partner Members may resign at any time from membership in the Corporation by delivering a written notification of their resignation to the chairperson of the Corporation. A resignation shall be effective the latter of the date specified in the resignation or the date when the notification is received by the Corporation.
- (c) A Neighbourhood Group or Partner Member's membership shall automatically terminate upon occurrence of any of the following:
  - (i) the effective date of the written resignation referred to in Section 5.04(b);
  - (ii) a Neighbourhood Group or Partner Member failing to maintain all of the applicable qualifications of Membership as determined in the sole discretion of the Board; or

- (iii) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

#### **6.05 Discipline of Members**

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating 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; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects of the Corporation.

In the event that the Board proposes that a Member should be expelled or suspended from membership in the Corporation, the Chair of the Board shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair of 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 Chair of the Board, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where 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.

### **SECTION VII MEETINGS OF MEMBERS**

#### **7.01 Notice of Meetings**

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to in section 4.01(b), and if a Member requests that notice be given by non-electronic means, the Corporation



shall give notice of the meeting to the Member so requesting in the manner set out in section 4.01(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under section 4.13.

#### **7.02 Place of Meetings**

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

#### **7.03 Annual Meetings**

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting and no later than 6 months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

#### **7.04 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by either Panel that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. 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.

#### **7.05 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

#### **7.06 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any

such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **7.07 Persons Entitled to be Present**

All active and interested members of the GNSC are welcome to attend the AGM. The co-chairs of the meetings will have the right to ask disruptive individuals to leave.

The Co-Chairs of Board meetings shall chair all meetings of Members. The Co-Chairs of the Board will rotate acting as chair of the meeting at each meeting of the Members. In the event that the Co-Chairs of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting. These meetings will be run by modified consensus as stated in the Board Policies.

#### **7.08 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be a double majority of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum at a meeting of the members, a Member must be present in person.

#### **7.09 Meetings Held by Electronic Means**

A Members meeting may be held by telephonic or electronic means in extraordinary circumstances passed by full consensus of the Board in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of members, those Directors or Members, as the case may be, may determine that the meeting 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.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to

be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

#### **7.10 Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote. The distribution of votes shall be as per 6.01. The Co-Chairs of the Board shall receive, in writing, the names of the voting representatives from the Panels a minimum of two weeks prior to the AGM.

#### **7.11 Proposals at Annual Meetings**

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "proposal"). Any such proposal may include nominations for the election of Directors if the proposal is signed by not less than five (5) Members entitled to vote at the meeting. Subject to the Act, the Corporation shall include the proposal in the notice of meeting and if so requested by the Member. Any member may bring forward a motion to the Board. The Board will not unreasonably reject such motions, Proposals must come to the Board two months prior to the AGM in order to facilitate distribution to the members.

### **SECTION VIII** **OFFICERS**

#### **8.01 Appointment**

The Board may designate the officers of the Corporation, appoint Offices, 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. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two (2) or more offices may be held by the same person.

#### **8.02 Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Co-Chairs of the Board** - The Co-Chairs of the Board shall be Directors. One (1) Co-Chair shall be selected from the Neighbourhood Group Panel and one Co-Chair shall be selected from the Partner Panel. One (1) of the Co-Chairs of the Board shall, subject to a Board resolution appointing another person, chair all meetings of the Directors, Members and any Committee of the board.
- (b) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary

shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (c) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.
- (d) **Executive Director** - The Executive Director, if one (1) is appointed, shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer. All officers are expected to attend all Board meetings and meetings of Members.

### **8.03 Term of Office**

Officers shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

### **8.04 Vacancy in Office**

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 (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

## **SECTION IX NOTICES**

### **9.01 Method of Giving Notices**

Subject to section 6.01 and 4.03, any notice 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, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (a) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (c) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice 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 Secretary 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 Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **9.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **9.03 Undelivered Notices**

If any notice given to a Member is returned on two (2) consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

#### **9.04 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **9.05 Waiver of Notice**

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

### **SECTION X** **ARTICLES AND BY-LAWS**

#### **10.01 Amendment of Articles**

The Articles of the Corporation may be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

#### **10.02 By-law Confirmation**

In accordance with the Articles and subject to the Act, any by-law, amendment or repeal of a by-law shall require confirmation by Special Resolution of the Members.

#### **10.03 Effective Date of By-law, Amendment or Repeal under Subsection 197(1)**

A Special Resolution of the Members is required to make any amendment to the Articles or the By-laws of the Corporation with respect to the matters listed in Subsection 197(1) of the Act. A by-law made, amended or repealed under Subsection 197(1) is effective from the date of the Special Resolution of Members approving such By-law, amendment or repeal and need not be submitted to the Board for approval.

### **SECTION XI** **EFFECTIVE DATE**

#### **11.01 Effective Date**

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

**ENACTED** by the Directors of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_,  
2015.

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\_\_\_\_\_

\_\_\_\_\_  
Co-Chairs of the Board

\_\_\_\_\_

Secretary

**APPROVED** by the Members of the Corporation this \_\_\_\_\_ day of  
,2015.

\_\_\_\_\_

Secretary