

OSGOODE VILLAGE COMMUNITY ASSOCIATION BYLAW 1

A by-law relating generally to the conduct of the affairs of the OSGOODE VILLAGE COMMUNITY ASSOCIATION (the "Association" or "OVCA") as adopted Feb. 20, 2024

BE IT ENACTED as the Bylaw 1 of the Association as follows:

DEFINITION OF TERMS

1. Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

“**Act**” refers to the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

“**AGM** (annual general meeting)” is the annual meeting of Members;

“**Articles**” means the original or restated articles of the Association or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

“**Association**” means the Osgoode Village Community Association, or “OVCA”

“**Board**” or “BOD” means the Association’s Board of Directors;

“**Boundaries**” define the catchment area of Osgoode Village and the intended Members of the Association, as created and updated from time to time by the Board of the Association.

“**By-law**” means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

“**Directors**” means the elected Directors of the Association;

“**Directors’ meetings** or **BOD (Board of Directors Meetings)**” means meetings held on a regular basis to discuss the matters of the Association;

“**In camera**” is Latin for in a chamber or in private, and these meetings provide the opportunity to discuss sensitive or confidential matters, such as potential conflicts, legal issues, or financial information.

"Member" means a registered Member of the Association

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

"Proposal" means a proposal submitted by a Member of the Association;

"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;

"Special resolution" means a resolution that,

- a) is submitted to a special meeting of the Members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
- b) consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association or the Member's attorney

ADMINISTRATION OF THE ASSOCIATION

2. Interpretation

This bylaw supersedes all previous versions of the by-laws of the Association in acting as a Corporate entity. In the interpretation of this by-law, words in the singular include the plural and vice versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. This bylaw shall be governed and interpreted under the Ontario Not-for-Profit Corporations Act (S.C. 2010, c. 15).

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Directors as approved by motion. 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 Director may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

4. Financial Year

The financial year end of the Association shall be December 31 in each year.

5. Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business in Canada, appointed or authorized from time to time by resolution. The banking business or any part of it shall be transacted by the Directors of the Association and/or other persons as the Directors may by resolution from time to time designate, direct or authorize.

6. Annual Financial Statements

The Association will provide copies of the annual financial statement on a publicly available website 21 - 60 days in advance of the AGM.

MEMBERSHIP OF THE ASSOCIATION

7. Membership Dues and Term

Members may be subject to dues. Members shall only be considered Members when any applicable membership dues are paid, subject to the Membership Termination section. The term of membership, dues paid, and renewal date shall be set by the Directors, subject to the Membership Termination section of these by-laws..

8. Membership Close Date

Memberships cannot be provided or authorized two (2) weeks prior to the date of an AGM.

9. Membership Termination

A membership in the Association is terminated when:

- the Member dies or resigns;

- the Member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- the Member's term of membership expires; or
- the Association is liquidated or dissolved.

Subject to the articles, upon any termination of membership, the rights of a Member or Director, as defined in this Bylaw , including any rights in the property of the Association, automatically cease to exist.

10. Member Discipline, Expulsion or Suspension

The Board maintains the right to discipline, expulse or suspend a Member who violates any provision of the Act, and/or the articles, by-laws, or written policies of the Association;

In accordance with the preceding paragraph, the Association may discipline, expel or suspend a Member under the following procedure. The Association shall provide fifteen (15) calendar days' notice to the Member with reason(s), regarding the proposed discipline, suspension or expulsion. If the Member wishes to be heard on the matter, they must provide, no later than five (5) days prior to the scheduled discipline, suspension or expulsion, a written submission to the Board in response to the notice. This response will be given due consideration by the Board of Directors, and given a notice of decision within 10 days from receipt of the Member's response. The Board's decision shall be final and binding on the Member, without any further right of appeal, except those under law.

MEMBERSHIP MEETINGS

11. Member Annual General Meetings (AGM)

On an annual basis, the Members shall hold an annual meeting to discuss the matters of the Association, and elect Directors, as necessary. The Board will present an annual

report of the activities and undertakings of the association as well an annual financial statement.

12. AGM Notice

Notice of the time and place of an AGM shall be given to each Member entitled to vote at the meeting by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of not less than 10 days and not more than 50 days before the day on which the meeting is to be held. If a Member may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

13. AGM Location

Meetings of the Members may be held at any place within the province of Ontario, as determined by the Directors; or outside the province if all the Members entitled to vote at the meeting agree that the meeting is to be held at that place.

14. AGM Attendance

Members, non-members, and Directors of the Association are entitled to be present at a meeting of Members. However, only those Members entitled to vote at the Members' meeting according to the by-laws are entitled to cast a vote at the meeting.

15. Electronic Meeting

Subject to the articles or by-laws, and the Act, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. Such a meeting must enable all persons entitled to attend the meeting to reasonably participate.

16. AGM Chair

The Chair of the AGM shall be the Chair of the Association, and in their absence the Vice-Chair. In the event that the Chair and the Vice-Chair are absent, the Members who are present and entitled to vote at the meeting shall choose one of their Members to preside over the meeting.

17. AGM Quorum

Unless required otherwise by the Act, quorum at any meeting of the Members shall be ten (10) Members, of which at least two (2) must be on the BOD, unless the BOD has been dissolved and there are no BOD 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.

18. AGM Voting

Each Member shall be entitled to receive notice of, attend, and hold, one vote per motion, at all AGM meetings.

19. AGM Votes to Govern

At any AGM 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.

20. AGM Special Resolutions

A Special Resolution is required for a fundamental change, specifically to make any amendment to the by-laws of the Association, including to change the manner of giving notice to Members entitled to vote at a Members' Meeting. For a Special Resolution, voting shall be determined by two thirds (2/3) of the votes cast by Members. 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.

21. AGM Electronic Voting

A Member entitled to vote at the AGM may vote by means of a telephonic, electronic or other communication facility if the Association has a system that:

- enables the votes to be gathered in a manner that permits their subsequent verification, and
- permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted. A special resolution of the Members is required to make any amendment to the by-laws of the Association to change this method of voting by Members not in attendance at a meeting of Members.

22. Proxy Votes

Proxy votes are not permitted for the Member meetings.

23. AGM Director Election

Any proposal may include nominations for the election of Directors. The Board of Directors shall be comprised of the fixed number of Directors as determined from time to time by the Members in accordance with the Act. Directors shall be Members in good standing of the association.

24. Member Proposals

Members may make proposals for discussion at the AGM. Such proposals must be submitted in writing to the Board at least sixty (60) days before the meeting.

Requirements as set out in Section 56 of the Act shall apply.

25. Special General Meetings

A Special General Meeting (SGM) may be called with the support of ten (10) percent of the Members. The requirements of Section 60 of the Act will be followed.

DIRECTORS AND THE BOARD

26. Board Size and Director Term

The Board shall consist of not less than three (3) and not more than eleven (11) Directors. Directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of Members following the election. Terms may be extended by one (1) year periods pending approval by the Members through a vote at the AGM.

27. Director Vacancies

The office of a Director shall be vacated immediately:

- if the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
- if the Director dies or becomes bankrupt;
- if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
- If the Director violates any provision of the articles, by-laws, or written policies of the Association; or;
- if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office. Notice of such a meeting of the Members must specify the intention to put such resolution before the Membership for a vote and the portion of the meeting of the Members dealing with the removal of a Director from office may be held in camera..

In the event of a vacancy, the Directors, pursuant to the Act, shall have the authority to appoint someone to fill the position until the next AGM.

28. Director Authorities and Responsibilities

Every Director and Officer in exercising his or her powers and discharging his or her duties to the Association shall,

- (a) act honestly and in good faith with a view to the best interests of the Association; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and Officer shall comply with,

- (a) the Act and the regulations; and
- (b) the Association's articles, by-laws and policies.

29. Officer Description

The Directors may appoint any Director to any of the following executive titles and responsibilities.

- Chair – If appointed, the Chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- Past Chair – If appointed, the previously appointed Chair may sit to provide experience and context to the Board, but may not cast a vote.
- Vice-Chair – If appointed, if the Chair is absent or is unable or refuses to act, the Vice-Chair shall, when present, preside at all meetings of the Board and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- Secretary – If appointed, the secretary shall enter or cause to be entered in the Association'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 secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association. The

secretary shall also ensure that meeting minutes and resolutions are publicly available.

- Treasurer – If appointed, the treasurer shall have such powers and duties regarding budgetary activities and financial reporting (including financial and budgetary records) as the Board may specify.
- Director-at-Large – If a Director is not appointed to one of the above positions, the Director will hold the title of “Director-at-Large.”

BOARD OF DIRECTORS MEETINGS

30. Board of Directors Meetings

On a regular basis, the Directors shall hold meetings from time to time to discuss the matters of the Association and follow those Roberts Rules of Order adopted by Association policy. The Directors 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 Directors fixing the place and time of such regular meetings of the Directors shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

31. Board Meeting Notice

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of Directors of this bylaw to every Director of the Association not less than forty-eight (48) hours before the time when the meeting is to be held. Meetings of the Directors may be called by the Chair, the Vice-Chair or any three (3) Directors at any time. If the Association has fewer than three (3) Directors, those Directors may call and constitute a meeting for the purpose of restoring the Board to the statutory requirement of a minimum of three Directors. If a Director may attend a meeting of the Board by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

32. Board Meeting Location

Meetings of the Directors may be held at any place within the province of Ontario as determined by the Directors.

33. Electronic Board Meeting

Subject to the articles or by-laws, and the Act, a meeting of the Board may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. Such a meeting must enable all persons entitled to attend the meeting to reasonably participate.

34. Board Meeting in Camera

Directors may opt to hold a meeting in camera, upon their discretion and providing cause, which may include issues relating to appointments, committees, governance, litigation or other sensitive issues. In-camera meetings are not subject to the section entitled "39. Method of Giving Any Notice".

35. Board Meeting Quorum

The quorum will be a simple majority of elected Directors.

36. Board Meeting Voting

At all meetings of the Directors, 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 an original vote, shall have a second or casting vote.

A Director entitled to vote at a meeting of the Directors may vote by means of a telephonic, electronic or other communication facility if the Association has a system that enables the votes to be gathered in a manner that permits their subsequent verification.

37. Proxies

Proxies are not permitted at Board meetings.

38. Association Committees

Directors 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 Directors 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. All committee members must be Members in good standing of the Association. Any committee Members may be removed by resolution of the Directors. All committees are expected to provide an annual summary of activities and financial report, to be submitted prior to the AGM.

MEETING NOTICE REQUIREMENTS

39. Method of Giving Any Notice

Any meeting notice, including that for an AGM, pursuant to the by-laws or otherwise, to a Members or Director, shall be sufficiently given:

- if delivered personally to the person to whom it is to be given or if delivered to such person's postal address or email address as shown in the records of the Association;
- if sent to such person by telephonic or other communication facility at such person's recorded address for that purpose;
- posted on a social media website in which the person is a subscribed Members;
or
- if provided in the form of an electronic document.

A notice so delivered shall be deemed to have been given when it is mailed or sent electronically. The secretary may change or cause to be changed the recorded address of any Members, Director, 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 in accordance with this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director of the Association may be written in ink or typewritten or may be an electronic signature.

DISPUTE RESOLUTION

40. Dispute Resolution

Disputes or controversies among Members, Directors, committee members, or volunteers of the Association are to be resolved in accordance with the process as provided in the Association's dispute resolution policies.

INDEMNIFICATION

41. Indemnification

Except as otherwise provided by the Act, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or an individual who acts or acted at the Association's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Association or other entity to the extent permitted by the Ontario Not For Profit Corporations Act, provided:

- a) the individual acted honestly and in good faith with a view to the best interests of the Association or other entity, as the case may be; and
- b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

42. Protection of Directors and Officers

To the extent permitted by the Act and the Association's by-laws, no Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) complied with the Act and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act

RECORDS

43. Records

The Association shall, in accordance with the Act and the Association's by-laws and policies, prepare and maintain records containing,

- (a) the Association's articles and by-laws, and amendments to them;
- (b) the minutes of meetings of the Members and of any committee of Members;
- (c) the resolutions of the Members and of any committee of members;
- (d) the minutes of meetings of the Directors and of any committee of Directors;
- (e) the resolutions of the Directors and of any committee of Directors;
- (f) a register of Directors;
- (g) a register of Officers;

- (h) a register of Members;
- (i) accounting records adequate to enable the Directors to ascertain the financial position of the Association with reasonable accuracy on a quarterly basis; and
- (j) a register of ownership interests in land complying with section 92.1. 2010, c. 15, s. 92 (1); 2015, c. 38, Sched. 7, s. 55 (1) of the Act.

Subject to any other Act or rule of a taxing authority that requires a longer retention period, the Association shall retain the accounting records referred to above for six (6) years.

ADMINISTRATION OF THE BY-LAWS

44. Invalidity of any Provisions of this By-law

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

45. Omissions and Errors

The accidental omission to give any notice to any Member, Director, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws 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.

BY-LAW EFFECTIVENESS

46. Regulation of by-laws

The Board of Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Association 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.

47. Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made, and replace all previous versions.

Certified to be By-Law No. 1 of the Association, as enacted by the Directors of the Association by resolution on the 20th day of February, 2024 and confirmed by the Members of the Association by ordinary resolution on the 20th day of February 2024.

Enacted as of the 20th day of February, 2024

Alan McLellan
Chair, OVCA