

**By-laws of the Long Branch Neighbourhood Association**

**Adopted (DATE)**

**BY-LAW NUMBER 1**

A by-law relating generally to the organization and transaction of the affairs of the *Corporation of the Long Branch Neighbourhood Association*.

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**BE IT ENACTED** as By-law Number 1 of the Long Branch Neighbourhood Association as follows:

## **ARTICLE ONE - Interpretation**

### **1.1 Definitions**

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

“Act” means the *Corporations Act* (Ontario) and any act that hereinafter may be substituted therefor, as from time to time amended;

“Board” means the board of directors of the Corporation;

“Corporation” means the Long Branch Neighbourhood Association;

“Long Branch” mean that area consisting of that part of the City of Toronto described as follows: commencing at the general intersection of Twenty Second Street and the Canadian National Railway, thence southwesterly along said railway to the westerly limit of the City of Toronto; thence generally southerly and northeasterly along the westerly and southerly limits of said city to the southeasterly confluence of said limit and the southerly production of Twenty-Third Street; thence northerly along said street to the intersection of Twenty Second Street; thence northerly along said street to the point of commencement;

“Meetings of members” means both Annual General Meetings of members and general meetings of members of the Corporation.

In this By-law, words and expressions defined in the Act have the same meanings when used herein. Unless the context otherwise requires, words importing the singular number include the plural and vice versa; words importing gender include are non-specific.

## **ARTICLE TWO – Mission and Objective**

### **2.1 Mission of the Corporation**

The mission of the corporation is to protect, celebrate and enhance the neighbourhood of the Village of Long Branch.

1. Protect the physical character of Long Branch;
2. Celebrate the neighbourhood and its heritage through events and community gatherings;
3. Enhance the public realm and the quality of life of the neighbourhood and broader community.

### **2.2 Objectives of the Corporation**

The objectives of the Corporation are as follows:

- (a) to promote measures that enhance the aesthetic, safety, security, environmental and economic viability of Long Branch;
- (b) to celebrate the identity and history of Long Branch, reflecting the diversity of its residents and their activities;
- (c) to stimulate economic and commercial sustainability of Long Branch and the Lakeshore;
- (d) to maintain ongoing awareness of issues concerning Long Branch and its citizens, and to communicate these to residents;
- (e) to represent Long Branch at all levels of government and public sector for the purpose of influencing political action and service delivery affecting Long Branch;
- (f) to drive collaborative initiatives and engage with business associations and the private sector for the purpose of growing the social and economic life of Long Branch;
- (g) to oppose measures which threaten the objectives of the Corporation.

## **ARTICLE THREE – Members**

### **3.1 Membership**

There shall be three types of membership:

- (a) Individual Members – All individuals who make their principal residence for Federal income tax purposes in Long Branch, regardless of legal dwelling type, shall be eligible for membership in the Corporation. Such persons are referred to in this By-Law as “members”. There is no limit to the number of voting members in each household provided it is their principal residence.
- (b) Affiliate Members – Individuals who do not reside in Long Branch or who own and operate a commercial enterprise in Long Branch and who support the objectives of the Corporation shall be eligible for non-voting membership in the Corporation. Such individuals are referred to in this By-Law as “affiliate members”.
- (c) Group Members – Not-for-profit groups, public institutions, community organisations, and other public agencies active in Long Branch or adjacent neighbourhoods within the boundaries of the City of Toronto and which support the objectives of the Corporation shall be eligible for non-voting membership in the Corporation. Members shall appoint one (1) advocate to represent the group at meetings of members. Membership of any group is subject approval by a resolution of the Board of Directors. Such groups are referred to in this By-Law as “group members”.

### **3.2 Conditions of Membership**

### (3.2.1) Age

All members or their advocates must be at least eighteen (18) years of age.

### (3.2.2) Transfer of Membership

Membership in the Corporation may not be shared, sold, traded, given as gift, bequeathed, nor transferred. Membership in the Corporation is individual and specific, entitling one (1) individual or group to the rights and privileges of membership as defined in this By-law. Membership by association, household, or any other partnership is not permitted.

### (3.2.3) Dues

Membership shall be conditional upon payment by all members of an annual membership fee in such amount as the Board may from time to time prescribe. Payment of prescribed dues after the start of the fiscal year grants membership in the Corporation for the remainder of that fiscal year.

## **3.3 Termination of Membership**

In accordance with the Act, membership in the Corporation shall be terminated if:

- (a) the member ceases to keep their principal residence in Long Branch;
- (b) the member dies;
- (c) the member resigns by delivering written notice of such resignation to the Secretary of the Corporation, which resignation shall take effect on delivery;
- (d) the member fails to pay the annual fee or otherwise fails to comply with all other registration and regulations of membership, including requirements of residency, of the Corporation, whereupon a resolution of the Board confirming such termination may be passed;
- (e) the member is determined by the Board of Directors to be working in opposition to the Mission, Objectives, or Code of Ethics of the Corporation as defined in this By-law, whereupon a resolution of the Board confirming such termination may be passed.

## **3.4 Representation**

No member may represent or claim to represent the Corporation in any capacity or form of media unless designated by the Board of Directors. Opinions of members expressed without express consent of the Board are those of the member alone.

## **3.5 Rights and Privileges**

### (3.5.1) Meetings

Each member is entitled to attend meetings of members.

### (3.5.2) Voting

Each individual member, excluding affiliate members and group members, is entitled to vote at all meetings of the members. In accordance with the Act, a member shall be entitled to one (1) vote and shall not vote by proxy.

### (3.5.3) Affiliate Members

- (a) Affiliate members, unless otherwise stated, shall have all the rights and privileges of members except:
  - i. shall not be entitled to vote at any meeting of members;
  - ii. shall not be eligible to be elected to the Board of Directors.

### (3.5.4) Group Members

- (a) Unless otherwise stated, group members shall have all the rights and privileges of members, except:
  - a. shall not be entitled to vote at any meeting of members;
  - b. shall not be eligible to be elected to the Board of Directors.

## **ARTICLE FOUR – Meetings Of Members**

### **4.1 Annual General Meeting**

The Annual General Meeting of the members shall be held each year at a time, place and, date determined by the Board, for the purpose of:

- (a) hearing and receiving the reports and statements required by the Act to be placed before the Corporation at an Annual General Meeting;
- (b) confirming the by-laws of the Corporation, as required under the Act;
- (c) appointing auditors, if any;
- (d) approving financial statements, if any;
- (e) electing directors and other officers, as required, and
- (f) transacting any other business properly brought before the meeting.

### **4.2 General Meetings**

The Board may, from time to time and as determined by the Board, hold general meeting of member for the purpose of transacting the affairs of the Corporation.

### **4.3 Notice of Meetings**

Notice of the time, place, and date of meetings of members and a description of the business to be transacted shall be given at least fourteen (14) days prior to the date of the meeting to each member (and in the case of an Annual General Meeting to the auditors of the Corporation, if any). Notice of any meeting shall be sufficiently given if sent by e-mail. It is the responsibility of members to provide the most up to date email address as their method of contact.

### **4.4 Motions by Members**

#### **4.4.1 Annual General Meeting**

Any member, excluding affiliate and group members, desiring to bring a motion at the Annual General Meeting of members of the Corporation shall be entitled to do so without notice with the support of a seconder and third, whereupon a resolution of the Board confirming the movement of such a motion may be passed.

#### **4.4.2 General Meetings**

Any member, excluding affiliate and group members, desiring to bring a motion at a meeting of members of the Corporation shall give the Secretary detailed notice and description of such motion together with the name of their seconder, at least ten (10) days prior to the scheduled date of the meeting. The final agenda with any amendments will be sent out seven (7) days in advance of the meeting to inform members of items to be discussed.

### **4.6 Persons Entitled to be Present**

The only persons entitled to attend a meeting of members shall be members entitled to vote, affiliate members, the advocates of group members, the auditors, if any, of the Corporation, and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation or approval of the Board of Directors.

### **4.7 Quorum**

A quorum for the transaction of business at any meeting of members shall be a minimum of thirty five percent (35%) of the active membership of the Corporation entitled to vote thereat.

### **4.8 Votes to Govern**

Unless otherwise required by the Act, the letters patent or the by-laws of the Corporation, at any meeting of members every question shall be determined by the majority of votes cast on the question.

#### **4.9 Casting Votes**

At any meeting of members either upon a show of hands or electronic acknowledgment, or upon a poll, the Chair of the meeting, in cases of an equality of votes, but not otherwise, shall have a vote to break or to cause a tie, or to cause or to block the attainment of a two-thirds vote where one is required.

#### **4.10 Show of Hands**

Except as otherwise provided herein, any question at a meeting of members shall be decided by a show of hands, unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided.

Upon a show of hands, every member who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is required or demanded by five (5) or more members, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to the effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

#### **4.11 Polls**

After a show of hands has been taken on any question, the Chair may require, or any five (5) or more members entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair shall direct. Upon a poll, each member present shall be entitled to one (1) vote, and the result of the poll shall be the decision of the members upon the said question.

#### **4.12 Adjournment**

The Chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting.

### **ARTICLE FIVE – Directors**

#### **5.1 Number of Directors**

- (a) The affairs of the Corporation shall be managed by a Board of Directors which shall consist of a fixed number determined by resolution of the Board, being not less than seven (7) and not more than twelve (12).
- (b) No member of the Board shall receive remuneration for their position;
- (c) Ex officio members of the Board or any committee shall not have a vote on any question before the Board or committee.

## **5.2 Election, Term and Qualifications**

- (a) Directors shall be elected by secret ballot for a term of two (2) years by the members entitled to vote at the Annual General Meeting of member and shall retire in rotation.
- (b) The term of a sitting director may be extended for a period of one (1) year by a vote of the members on a motion to extend the term of office at the Annual General Meeting of members in a year in which a directors term concludes if so proposed by the Nominating Committee
- (c) The term of a sitting director may only be extended twice (2), for a maximum of four (4) years totally term length;
- (d) Members and sitting directors may reject a call for nomination or term extension;
- (e) Absence from the office of director of the Corporation for one (1) fiscal year shall make any previous director eligible for election to that position. Every director shall be at least eighteen (18) years of age and shall at the time of his election or within ten (10) days thereafter and throughout his term of office, be a member of the Corporation.
- (f) Vacancies, see 5.5.

## **5.3 Vacation of Office**

The office of a director shall be vacated upon the occurrence of any of the following events:

- (a) if a receiving order is made against them or if they make an assignment under the *Bankruptcy and Insolvency Act*;
- (b) if the Director is found to be incapable of managing property by a court or under Ontario law;
- (c) if convicted of an offence under the *Criminal Code*;
- (d) on death; or
- (e) if by notice in writing to the Secretary of the Corporation they resign the office.

## **5.4 Removal of Directors**



The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a meeting of members of the Corporation, of which proper notice and description of such a motion to pass said resolution has been submitted to the Secretary no less than fourteen (14) days prior to the meeting of members, remove any elected director before the expiration of their term of office. Any *ex officio* director may be removed from office by resolution of the Board.

### **5.5 Vacancies**

Vacancies on the Board may be filled by the appointment of a director for the remainder of the director's term of office, such appointment to be made by the remaining directors. If no quorum of directors exists, the remaining directors shall call a meeting of members to fill the vacancies on the Board.

### **5.6 Quorum**

A quorum for the transaction of business at meetings of the Board shall be the attendance of a majority of the number of voting directors constituting the Board of Directors from time to time.

### **5.7 Meetings**

Meetings of the Board may be held at any place within:

- (a) the boundaries of Long Branch; or
- (b) in an adjacent community, as designated in the notice calling the meeting.

Meetings of the Board may be called by the Chair or by the Secretary on direction in writing of any three (3) directors. Directors may participate in and hold a meeting by means of a telephone, web, or similar conference communications equipment which enables all persons participating in the meeting to hear and speak to each other simultaneously and instantaneously, and a director participating in such a meeting by such means shall be deemed to be present at that meeting.

### **5.8 Notice and Attendance**

Notice of Board meetings shall be delivered, mailed, e-mailed or telephoned to each director not less than ten (10) business days before the meeting is to take place. In addition, or in the alternative, the Board of Directors may, by resolution, set a fixed time and place for holding meetings of the Board in each month, or in such months as the Directors may determine and of such meetings, no notice need be sent.

The statutory declaration of the Secretary or the Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if

those absent have signified their consent to the meeting being held without notice and in their absence.

## **5.9 Voting**

Unless otherwise required by the Act, the letters patent or the by-laws of the Corporation, questions arising at any meeting of the Board shall be decided by a majority vote. At all meetings of the Board every question shall be decided by a show of hands unless a poll on the question is requested by any director. The Chairperson of the meeting, in cases of an equality of votes, but not otherwise, shall have a vote to break or to cause a tie.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

## **5.10 Declaration of Interest**

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

## **5.11 Nominating Committee**

At least sixty (60) days prior to the Annual General Meeting of members of the Corporation, the Board shall by resolution create a Nominating Committee consisting of not less than two (2) directors and two (2) members-at-large. The Nominating Committee shall:

- (a) elect a Chair from among its members and shall adopt rules of procedure with prior approval of the Board.
- (b) notify all members of the Corporation of its existence and encourage members to identify suitable candidates for Board vacancies. Details of the responsibilities expected of directors shall be posted on the Corporation's website. Members shall have at least fourteen (14) days from the date such notice is given to submit names of candidates to the Nominating Committee. Names of candidates (along with half page bio/resume for distribution) must be received by the Nominating Committee no later than thirty (30) days before the Annual General Meeting of members.
- (c) nominate a number of candidates for election as directors at least equal to the number of vacancies which will occur at the next Annual General Meeting.

- (d) put forward the names of persons recommended by the Committee for election to approval by resolution of the Board before the names of such persons are included in the notice of the Annual General Meeting of members.

### **5.12 Method of Election**

Where the number of candidates nominated is equal to the number of vacancies to be filled, the Secretary shall cast a single ballot for the election of the candidates and the Chair declares the candidates duly elected.

If the number of candidates nominated is greater than the number of vacancies to be filled, the method of election by ballot shall be determined by the Chair. A ballot may also be demanded by five (5) or more members. The Chair may appoint such members who are not candidates to be scrutineers. After the vote is taken, the Chair shall announce the results and declare the successful candidates duly elected to office.

### **5.13 Other Committees**

The Board may from time to time by resolution create one or more other committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Any such committee may, but need not, include members of the Board and may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. A member of any such committee may be removed by a majority vote of the Board. Committee members shall receive no compensation, either directly or indirectly, for acting as such. Unless otherwise provided, the Chair of the Corporation shall be a member ex officio of all committees except for the Nominating Committee.

## **ARTICLE SIX – Officers**

### **6.1 Election and Appointment**

As required by the Act, the members shall elect a Chair, Vice-Chair, and Secretary and the remainder of positions to be Directors. As soon as convenient after the Annual General Meeting, the Secretary shall call a meeting of the directors for the election from among themselves of a Treasurer, as so required. Together, these directors (“Chair”, “vice-Chair”, “Secretary”, and “Treasurer”) shall be the senior officers of the Corporation.

In addition, the Board may elect one or more other officers as it sees fit and shall prescribe the duties of such additional officers. Subject to the forgoing, an officer may, but need not, be a director and one person may hold more than one office save that the Chair may not hold the office of Secretary.

### **6.2 Chair**

The Chair, along with the Board, shall be responsible for setting the strategic direction of the Corporation in consultation with the membership. The Chair also administers the affairs and organisation of the Corporation, maintains the by-laws of the Corporation, and ensures that a Nominating Committee is formed to preside over each election. The Chair shall also:

- (a) serve as Chair of the Board for the duration of their term in office;
- (b) be an ex officio member of all committees of the Board except for the Nominating Committee;
- (c) be one of two (2) designated spokespeople (the Secretary) and public point of contact and communication for the Corporation;
- (d) report to each Annual General Meeting of members of the Corporation concerning the operations of the Corporation;
- (e) perform such other duties as may from time to time be determined by the Board; and
- (f) supervise the affairs and operations of the Corporation, sign all documents requiring signature and have such other powers and duties from time to time as are prescribed by the Board.
- (g) attend all meetings of members and the Board,

### **6.3 Vice-Chair**

During the absence or disability of the Chair, their duties shall be performed and powers exercised by the vice-President, or, if there is more than one, by the vice-President in order of seniority. In the absence of both the President and the vice-President, the Board shall appoint a President pro tem. The Vice-Chair will attend all meetings of members and the Board,

### **6.5 Secretary**

As required by the Act, the Board shall appoint a Secretary to be clerk of the Board. The Secretary shall:

- (a) attend all meetings of members and the Board, recording the proceedings of the aforementioned and prepare minutes of those proceedings which shall be filed in the books kept for that purpose;
- (b) give all notices required to be given to members and to directors, including notice of meeting of members and motions by members;
- (c) be one of two (2) designated spokespeople (the President) and public point of contact and communication for the Corporation;
- (d) organize and administer the logistics for meeting of members, maintain a complete record of membership containing the names, type of membership, fee payment confirmation, and primary contact information.

- (e) shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board or incidental to his or her office.

#### **6.4 Treasurer**

The Board shall appoint to hold the office of the Treasurer who shall report to the President. The Treasurer shall:

- (a) keep full and accurate records of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board;
- (b) disburse the funds of the Corporation under the direction of the President, the taking of proper vouchers therefor and shall render to the President or the Board whenever required of the Treasurer, an account of all transactions as the Treasurer and of the financial position of the Corporation;
- (c) co-operate with the Audit Committee, if any, and the auditors, if any, of the Corporation during any audit of the accounts of the Corporation;
- (d) manage and report of the Corporation's finances and bank statements, and present the Corporation's financial statements at the Annual General Meeting of members.
- (e) attend all meetings of members and the Board.

#### **6.6 Other Officers**

The Board may appoint other officers (and with such titles as the Board may prescribe from time to time) as it considers necessary and such officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any officer of the Corporation.

### **ARTICLE SEVEN – Protection of Directors and Officers**

#### **7.1 Limitation of Liability**

No director, officer or member, former director or former officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, 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 his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own negligence or default.

## **7.2 Indemnity**

Every director, officer, former director and former officer of the Corporation their heirs , executors, administrators and other legal representatives, respectively, shall from time to time and at all times be indemnified and save harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever, including any amount paid to settle an action or satisfy a judgement, that such director, officer, former director and former officer reasonably sustains or incurs in or about any investigation, action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she reasonably sustains or incurs in or about or in relation to the affairs of the Corporation upon presentation of proper receipts, except such costs, charges or expenses as are occasioned by his or her own negligence or default. Every director, officer, former director and former officer of the Corporation may also obtain insurance for personal liability and at all times be indemnified and save harmless out of the funds of the Corporation from and against the claims listed in the sections 7.2(a) and 7.2(b) above.

## **ARTICLE EIGHT – Transaction Of The Affairs Of The Corporation**

### **8.1 Execution of Instruments**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the Chair, Treasurer and two other signing officers or as otherwise determined by the Board.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereon.

### **8.2 Cheques, Drafts, Notes, Etc.**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange (“Instruments”) shall be signed by the President or by such other officer or officers or person or persons in the manner from time to time prescribed by the Board. For Instruments in excess of \$100, the Instrument shall be signed by two officers or such other persons prescribed by the Board.

### **8.3 Books and Records**

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

### **8.4 Banking Arrangements**

Subject to section 8.5, the Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation or any part thereof, with any bank, trust company or other corporation carrying on a banking business to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Corporation’s accounts with such banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Corporation;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the banker to do any act or thing on the Corporation’s behalf to facilitate the banking business.

### **8.5 Borrowing by the Corporation**

Subject to the limitations set out in the Act, the by-laws or in the letters patent of the Corporation, the Board may:

- (a) borrow money on the credit of the Corporation;
- (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; or
- (c) invest surplus funds, acting reasonably, and where feasible, restrict the investments to debt instruments of any federal or provincial government or any chartered bank or trust company operating in Canada.

From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **8.6 Financial Year**

Until changed by the Board, the financial year of the Corporation shall end on the last day of December in each year.

## **ARTICLE NINE – Auditors**

### **9.1 Appointment and Remuneration**

The members may, at each Annual General Meeting, appoint the auditors or accountants to audit the accounts of the Corporation and to hold office until the next Annual General Meeting provided that the directors may fill any casual vacancy in the office of the auditor or accountants. The remuneration of the auditors or accountants shall be approved by the board of directors. The Board shall present the financial statements at the Annual General Meeting for approval by the members.

## **ARTICLE TEN – Notices**

### **10.1 Method of Giving Notice**

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor or accountant, shall be sufficiently given if delivered personally to the person to whom it is to be given at his last address as recorded in the books of the Corporation; or if mailed by prepaid ordinary mail to him at his recorded address; or if sent to him by electronic means such as electronic mail or facsimile. The Secretary may change the address on the Corporation's books of any member, director, officer or auditor or accountant, in accordance with any information believed by him or her to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or to the address 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 sent by electronic means such as electronic mail or facsimile shall be deemed to have been given when electronically dispatched.

### **10.2 Computation of Time**



In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### **10.3 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer or auditor or accountant, or the non-receipt of any notice by any member, director, officer or auditor or accountant or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

### **10.4 Waiver of Notice**

Any member (or its duly appointed proxy or representative), director, officer or auditor or accountant, may waive any notice required to be given to him or her or it under any provision of the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

## **ARTICLE ELEVEN - Rules and Regulations**

### **11.1 Rules and Regulations**

The Board shall prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient. The Board may also, in its discretion, place before the members certain matters to be decided by the members in connection with any amendments, additions, or deletions to the rules and regulations as is required from time to time.

## **ARTICLE TWELVE – Code of Ethics**

This Code of Ethics consists of rights and obligations, values and principles, and operating regulations designed to uphold the integrity of the Corporation of the Long Branch Neighbourhood Association. These regulations are intended to promote operating efficiency of the Corporation as a whole, and the Board of Directors specifically, in the interpretation of the Mission and Objectives of the Corporation according to these By-laws.

- i. The first duty of the Corporation must be to strictly observe the Act, the By-laws and amendments, equally and without regard to ethnicity, race, skin colour, religion, language, sex and gender identity, sexual orientation, or political affiliation.
- ii. No person in good-standing and in accordance with the By-laws will be barred from participation in the activities of the Corporation for any reason.

- iii. The executive committee respects the confidentiality of all information relevant to the Corporation's business, including membership and other lists and records of personal information collected as a result of its activities.
- iv. The Corporation welcomes the interest and input of individuals who live outside its designated boundaries, as well as groups working to improve the economic and social life of Long Branch.
- v. The Corporation must be sensitive to the economic circumstances of all Long Branch residents, particularly with regard to dues, program or activity participation, and registration in scheduled events.
- vi. The Corporation is prepared to help new community groups and associations who need advice and resources to become successfully established.
- vii. The Corporation will have no political or organizational affiliation. The Directors of the Corporation are obligated to work closely with elected and non-elected officials as well organizational representatives to provide information to the community.
- viii. The Board and its Directors, as well as all members of the Corporation will observe at all times a due respect for the Laws of the Land, Federal, Provincial and Municipal in the conduct of the Corporation's business.
- ix. The Board of Directors will be forthright, loyal, and honest in the conduct of its affairs.
- x. The Directors of the Corporation will conduct themselves professionally, sensitive to the needs of the community, observing and up-holding the By-laws and rules of the Corporation.
- xi. Directors will be circumspect in their remarks and conduct which may have a direct bearing on discussions or decisions undertaken by the Corporation.
- xii. Directors will be circumspect in their remarks and conduct concerning the genuine attempts of other groups or organizations to address community needs and attempt solutions through negotiation and compromise.
- xiii. The Board and its Directors will be answerable and accountable to the Corporation and its membership.
- xiv. Business of the corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.

- xv. Board will carry out the Corporation's affairs in a financially responsible and timely manner, reporting effectively to its membership, and adhering to the advice of auditors, if any.
- xvi. The Board and its Directors will always act and conduct business in a manner which cannot be construed as being for the financial gain of any individual or private group from within the Corporation.
- xvii. Directors will disclose conflicts of interest related to the activities of the Corporation and reclude themselves from discussion and voting on such matters.
- xviii. The Board of Directors will maintain a complete and accurate record of all its business. Each member of the Executive Committee will maintain records relevant to their office.
- xix. The Corporation will hold regular meetings and Directors will conscientiously attend.
- xx. Meeting of members will be conducted in an orderly manner according to commonly accepted protocols and conventions.

## **ARTICLE THIRTEEN – By-Laws**

### **12.1 Effective Date**

Subject to confirmation at a meeting of members in accordance with the Act, this By-law shall be effective immediately.

### **11.2 Amendment of By-laws**

The board may, from time to time, introduce amendments to the by-laws of the corporation, at a meeting of the membership, provided that notice of the proposed amendment has been sent to the membership at least fourteen (14) days prior to its voting. Quorum for a vote to amend the By-laws is thirty five (35%) percent of the current membership, and requires a two-thirds (2/3) majority of those members present.

**BE IT RESOLVED** that the foregoing By-Law No. 1 is made a by-law of the Corporation. **(DATE)**