

LEARNING UNLIMITED ETOBICOKE

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LEARNING UNLIMITED ETOBICOKE

By-Law No. 3

(Replaces By-Laws 1 and 2 of Learning Unlimited for Etobicoke Seniors)

1. Name

The official name of the corporation shall continue to be Learning Unlimited for Etobicoke Seniors but it will operate under the name Learning Unlimited Etobicoke and is hereafter referred to as LU or The Corporation.

2. Location

The head office of Learning Unlimited Etobicoke shall be within the City of Toronto in the province of Ontario, as such place therein as determined from time to time by resolution of the LU Board of Directors (Board).

3. Purpose

LU shall provide college quality lecture series on diverse topics twice a year between January and March and between October and December.

4. Management and Governance

- a) The day to day management of LU shall be the full responsibility of the Board of Directors and the Board shall exercise all the powers of The Corporation and do all such acts and things as may be exercised and done by The Corporation, except those which (by legislation governing companies in Ontario or by this By-Law) are required to be exercised by members at a general meeting.
- b) The Board shall have the power to authorize expenditures and make such expenditures for the purpose of furthering the objects of LU.
- c) The Board shall consist of a minimum of nine (9) and a maximum of twelve (12) Directors (all of whom shall be LU members), comprising the President, Vice President, Past President, Treasurer and Corporate Secretary, Recording Secretary, Registrar, Curriculum Committee Chair, the Audio-Visual Chair and the Social Convenor. The Board may include an additional three (3) persons, designated as Directors-at-Large, drawn from among the general LU membership.
- d) To assist the Board in the execution of its responsibilities, it shall set up three (3) Standing Committees:
 - To develop the fall and winter lecture series. (The Curriculum Committee)
 - To manage the fall and winter lecture series registrations. (The Registration Committee)
 - To provide audio-visual services for each lecture. (Audio-Visual Committee)

5. LU Membership

- a) Membership in this organization shall be open to all members of the public who support the purpose of the Corporation as set out in the letters patent and who are 55 years of age or older.
- b) Membership shall be obtained through registration for at least one lecture series in the past two years and shall remain in effect for this two year period.

- c) Membership must also be maintained by a Member of the Board by paying a membership fee equal to the fee set for any one lecture series and that membership shall apply for the fiscal year for which it is paid.
- d) Membership is not transferable.
- e) Membership may be suspended for cause by a two-thirds vote of the Board after the member has been given an opportunity to address the Board.

6. Membership Fees

Membership Fees shall be assessed annually and shall be determined by the Board.

7. Annual General and Special Meetings

- a) The LU Annual General Meeting shall be held at least once in each calendar year preferably in the month of March and in any case not more than fifteen months after the last preceding Annual General Meeting at such time and place as the Board may decide.
- b) The Board may call a Special Meeting of members at any time: the place and purpose for which the meeting is called shall be specified in the notice of meeting.
- c) Notice of any annual general or special meeting shall be given to the membership at least 21 days prior to the date of the meeting by e-mail and by publication on the LU Website which shall indicate the time, place and purpose of the meeting.
- d) Subject to s.295 of the Corporations Act. R.S.O 1980. Chapter 95 and amendments thereto, a special meeting of the Corporation shall be called by the President upon written request of one-tenth of the members of the Corporation. If there be a vacancy in the office of the President such special meeting shall be called by the Vice-President. A quorum for an annual or special meeting (duly called) of the members shall be twenty (20) members.
- e) Each member present at a meeting shall have the right to exercise one vote on each resolution duly made and seconded; a majority of votes shall resolve every resolution.
- f) The business of such meetings shall be conducted in conformity with this By-Law and with such conditions as the Board may specify. The Chairperson shall not vote except in the event of a tie.
- g) The business of the Annual General Meeting shall include:
 - 1) The President's Report
 - 2) The Treasurer's and Corporate Secretary's Report
 - 3) The Financial Reviewers Report
 - 4) Reports from the Standing Committees as may be required
 - 5) Such other business as may properly arise
 - 6) Election of Directors
 - 7) Appointment of a Financial Reviewer.

8. Election of Directors

- a) A Nominating Committee appointed by the Board, shall recommend members in good standing to fill the nine (9) board positions specified in Clause (4c) for election to the Board at the next regular Annual General Meeting. The Nominating Committee may also recommend the election of a further three (3) directors drawn from among the general membership to serve as Directors-at-Large. In making its recommendation, the Nominating Committee shall ensure that no Standing Committee has a majority of the Director positions. The Nominating Committee's recommendations shall be subject to the Board's approval at its regular February meeting proceeding the AGM.

- b) The Board approved list of the Nominating Committee's nominees and the name of the Nominating Committee's Chairperson shall be posted on the LU website as soon as possible after the February Board meeting.
- c) Nomination of members in good standing as candidates for election to the Board may also be made by members, provided each candidate's nomination shall be endorsed by five (5) members and the candidate acknowledges in writing her/his willingness to stand and provided the written nomination shall be received by the Chairperson of the Nominating Committee not less than fourteen (14) days before the Annual General Meeting.
- d) Members of the Board of Directors shall be elected by a show of hands at the AGM if nominations do not exceed twelve (12). The election shall be by ballot if nominations exceed twelve (12).
- e) In the event that the resulting list of Directors includes a majority Directors from the same Standing Committee, one or more of the affected Directors shall resign her/his Standing Committee membership.
- f) The immediate Past President, if she/he maintains her/his membership, will be an ex-officio member of the Board.

9. Appointment (Election) of Financial Reviewer

Nominations for Financial Reviewer shall be received at each Annual General Meeting, provided that the Board may fill any vacancy that occurs between Annual General Meetings.

10. Appointment of Social Convenor and Committee Chairs

By approving candidates for the Board, the AGM also appoints the Chairs of the Registration, Curriculum and Audio-Visual Committees as well as the Social Convenor, provided that the Board may fill any vacancy in these positions that occurs between Annual General Meetings.

11. Term of Office

- a) The President, Vice-President, Directors (including Committee Chairs and the Social Convenor) and Financial Reviewer shall hold office until the end of the next Annual General Meeting when they are subject to re-election to the Board.
- b) The maximum continuous term of office of the President and Vice-President shall each be two (2) years and of other Directors including Committee Chairs and the Social Convenor shall be five (5) years plus any time spent as Vice-President, President and Past Vice-president of LU.
- c) Any member elected as a Director-at-large shall be required to take a position as an active standing committee member within one (1) year of becoming a member of the Board. If they are not willing to do this, then their term of office shall cease.
- d) The Board shall have the power to fill vacancies in the Board of Directors that occur between Annual general meetings.
- e) All Directors serve as such without remuneration; but any expense incurred by a Director in the course of her/his performance may be reimbursed.

12. Conflict of Interest

- a) A Director is considered to be in a conflict of interest when there is the potential to favour her/his familial, financial and other self-interests over the interests of LU as a whole. Any Director who may be in a conflict of interest shall report the conflict of interest to the other Directors at a Board meeting and withdraw from voting on the matter.

- b) Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of LU to do so. The Secretary shall record the conflict of interest in the minutes.
- c) Every Director shall exercise the powers and discharge the duties of her/his office, in the best interests of LU, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances. (32)
- d) Every director and officer of the Corporation and her/his executors and administrators, and estate and effects respectively, shall be indemnified and saved harmless by the Corporation for and against:
 - I. Any liability and all costs, charges and expenses that she/he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against her/him for or in respect of anything done or permitted by her/him in respect of the execution of the duties of her/his office; and
 - II. All other costs, charges and expenses that she/he sustains or incurs in respect of the affairs of the corporation, except such costs, charges or expenses as are occasioned by her/his own wilful neglect/default. LU shall carry appropriate director/no-fault insurance approved by the Board that holds the Board and other LU members harmless from such claims.
- e) No director or officer of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that she/he sustains or incurs in or about any action, suit or other proceeding as a result of which she/he is adjudged to be in breach of any duty or responsibility imposed upon her/him under law unless, in an action brought against her/him in her/his capacity as director or officer, she/he has achieved complete or substantial success as a defendant.

13. Duties of Board Members

a) President and Vice-President

The President shall be the chief officer of the Corporation and shall preside at all meetings of the Board. The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President. The President is an ex-officio member of all Standing Committees.

b) Recording Secretary

The Secretary shall keep minutes of all meetings of the Board and the AGM and she/he shall maintain a revolving 7 year paper and digital record of the approved Board and AGM Minutes and post the same on the LU website.

c) Treasurer and Corporate Secretary

The Treasurer shall present a budget to the Board and shall oversee the receipt and disbursement of all funds of the Corporation. She/he shall:

- 1) Use the services of a bank of trust company approved by the Board and shall keep accurate accounts, and shall present financial statements at the regular meetings of the Board.
- 2) Present a reviewed financial statement to the membership at the Annual General Meeting.
- 3) Maintain a revolving 7 year paper and digital copy of the Corporation's accounts.

- 4) Maintain a paper and digital copy of this By-Law and the Board Member job descriptions, all of which shall be posted on the LU website.

d) Curriculum Committee Chair

The Curriculum Committee Chair shall chair the Curriculum Committee and be responsible for the development of lecture programmes for the fall and winter lecture series presented by LU, one to two years in advance and for communicating these programs in digital format to the Registrar for posting on the LU website at least four weeks before the first scheduled registration date for the lecture series. She/he shall inform the Audio-Visual Chair in advance of the audio-visual needs of each lecturer and work with the lecturer and the Audio-Visual Chair to reconcile these needs where they conflict with the currently available LU audio-visual equipment. She/he shall maintain a paper and digital copy of all lecture series course outlines.

e) Registrar

The Registrar shall chair the Registration Committee and manage all the procedures associated with each of the two annual lecture registrations including website postings of the registration dates, content of the upcoming lecture series and email communication with LU members of the registration dates. The Registrar shall also be responsible for the management and ongoing development of the LU website. The Registrar shall maintain a record of current and past registration records in digital format and shall work with the Treasurer to reconcile her/his tabulations of registrants with the funds received for each registration session.

f) Audio-Visual Committee Chair

The Audio-Visual Committee Chair shall chair the Audio-Visual Committee and be responsible for the maintenance and operation of all audio-visual equipment used in each lecture. She/he shall review audio-visual needs of each lecturer with the Curriculum Committee Chair and advise her/him of any difficulties. Based on her/his ongoing operating experience with the lecture needs, the Audio-Visual Committee Chair shall recommend appropriate audio-visual equipment improvements to the Board for consideration and action.

g) Social Convenor

The Social Convenor shall be responsible purchasing the refreshment supplies and for recruiting and managing volunteers to produce and serve refreshments on each lecture day.

14. Financial Reviewer

The Financial Reviewer shall be appointed to perform a review of the annual financial statements. Remuneration, if any, for this Review shall be set by the Board.

15. Signing Officers

The Signing Officers of the Corporation shall be the President, Vice-President, Treasurer and Registrar, any two of which shall be authorized to sign Bank withdrawals and other documents requiring approved signatures.

16. Board Meetings

- a) The President shall normally convene monthly meetings of the Board between October and the following March and at other times, if necessary, to further the purpose of LU.
- b) Any five (5) Directors may convene a special meeting of the Board.
- c) All Directors shall be notified of any meeting of the Board at least seven (7) days prior to the meeting.

- d) A meeting of the Board, without proper notice, may be called by the President if in her/his opinion an emergency situation has occurred that will affect the basic function of LU.
- e) A quorum of a meeting of the Board shall be at least five (5) Directors present at the meeting of whom a majority are not members of the same committee.
- f) The chairperson shall cast a vote only to break a tie.

17. Standing Committee Membership

Chairs of the three (3) Standing Committees may invite any member of LU to be a member of her/his Standing Committee except in the case of an existing Board member who may only join a Standing Committee if by so doing she/he does not cause that Committee to have a majority of the Board membership. Any LU member who is not a Board Member may also seek membership in any Standing Committee. The committee memberships shall be posted on the LU website. The Committees may elect a Vice-Chair of their committee from among their number. The maximum number of Standing Committee members (excluding the committee Chair shall be:

- Curriculum Committee – 10 Members
- Registration Committee – 5 Members
- Audio-Visual Committee – 6 Members

18. Privacy Policy

- a) LU is committed to safeguarding the personal information entrusted to us by its members. It will manage personal information in accordance with all applicable laws. The principles and practices it follows in protecting personal information apply to LU and to any person providing services on its behalf.
- b) LU will collect only the personal information that it needs for the purposes of providing services to its members, including personal information needed to enrol a member in a lecture series, send out lecture registration and scheduling information. This information includes: name, street address, postal code, telephone number and email address.
- c) LU normally collects member personal information directly from its members but may collect this information from other persons with the consent of the information's owner. LU assumes the consent of its members to continue to use this information but only for the purpose for which the information was collected. A member may withdraw consent for the use their personal information in writing at any time, but in doing so will no longer be eligible to register for a lecture series.

19. Fiscal Year

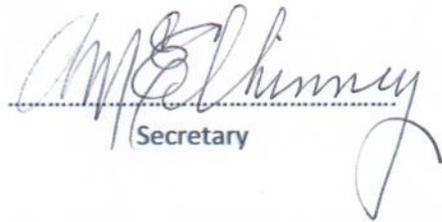
The Fiscal Year shall be the calendar year ending December 31, each year.

20. By-Law Name and Approval

- a) This By-law shall be known as By-Law #3 of Learning Unlimited Etobicoke relating generally to the affairs of the Corporation and may have additions or deletions or may be repealed or amended by a resolution passed by a two-thirds (2/3) majority of the members at an Annual General Meeting or a Special Meeting called for that purpose, provided the Board of Directors has previously approved the change and the nature of the change has been posted for at least seven (7) days on the LU website.
- b) Once approved, this By-Law and any future amendments shall be permanently posted on the LU website.
- c) This By-Law #3 replaces the previous by-laws 1 and 2 and was passed by unanimous vote of the Board of Directors of Learning Unlimited Etobicoke at its meeting held on the 10 day of January, 2017.



President



Secretary

This By-Law #3 was confirmed by a vote, duly recorded in the minutes of the members present and entitled to vote at the Annual General Meeting of Learning Unlimited Etobicoke Seniors on the 21st day of March 2017.