

Updated January 5, 2023

LEARNING UNLIMITED FOR ETOBICOKE SENIORS

By-law # 5

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1 Definitions and General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. “Act” means 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;
- b. “AM” refers to the Annual Meeting of Members;
- c. “Board” means the board of directors of the Corporation;
- d. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e. “Chair” means the chair of the Board;
- f. “Corporation” means the corporation Learning Unlimited for Etobicoke Seniors that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. “ex-officio” means by virtue of the office and includes the right to vote or otherwise fully participate;
- h. “Director” means an individual occupying the position of director of the Corporation by whatever name called;
- i. “electronic signature” means an identifying mark or process that is:
 - i) created or communicated using telephonic or electronic means,
 - ii) attached to or associated with a document or other information, and
 - iii) made or adopted by a person to associate the person with the document or other information, as the case may be;

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j. “Letters Patent” refers to the document of incorporation issued to Learning Unlimited for Etobicoke Seniors on June 6, 1986 by the Ontario Ministry of Consumer and Corporate Relations;

k. “Member” refers to a person who meets the criteria of a member as set out in this By-law. “Membership” is used to denote the collective of Members;

l. “Officer” means an Officer of the Corporation;

m. “ONCA” refers to the Not-for-Profit Corporations Act, 2010 (Ontario);

n. “ONCA eligible” refers to a person not being disqualified from being a director of an Ontario corporation. The circumstances under ONCA that disqualify a person from being a director are:

- a person who is not an individual
- a person who is under 18 years old
- a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property
- a person who has been found to be incapable by any court in Canada or elsewhere
- a person who has the status of bankrupt;

o. “Record Date” refers to the end point of a twelve-month period used to establish whether a registrant is considered a Member at that time. This is primarily used to establish who is eligible to be invited to an Annual or Special Meeting of Members;

p. “Registrant” refers to a person who has completed the process of registering and successfully paying for a lecture series offered by Learning Unlimited for Etobicoke Seniors;

q. “Resolution” is the general term used to denote a decision taken by the Board of Directors or by the Membership. When taken during a meeting of the Board or a meeting of Members, the documentation of the decision taken forms part of the minutes of that meeting. Decisions may also be made by the Board by a poll of all Directors outside of a scheduled meeting. Such polled decisions are referred to by the capitalized term Resolutions;

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In the case of decisions made at meetings of Members, ONCA specifies that decisions on certain matters are ordinary resolutions, whereas other matters are Special resolutions or an Extra-ordinary resolution. A Special resolution requires approval by a two thirds (2/3) majority of votes cast at a meeting, while an Extra-ordinary resolution requires an eighty (80)% majority of votes cast at a meeting;

r. "Reviewer" refers to the person appointed to conduct a review of the financial statements of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words used in the singular include the plural and vice versa, and words implying one gender include all genders.

1.03 Severability and Precedence

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. 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 shall prevail.

1.04 Signing Officers

1.04.01 The Board shall appoint a minimum of four (4) Signing Officers, any two (2) of which shall be authorized to sign deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

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1.04.02 Where any Signing Officer holds a second Signing Officer position, a separate designated Signing Officer must co-sign any above-mentioned type of document.

1.04.03 Signatures may be handwritten or in electronic form.

2 Purpose

2.01 Learning Unlimited for Etobicoke Seniors (LUES) shall provide college quality lecture series on diverse topics.

3 Management and Governance

3.01 The Board shall consist of a minimum of five (5) and a maximum of twelve (12) Directors (all of whom shall be LUES Members in good standing and ONCA eligible).

3.02 The Directors manage the Corporation and are responsible for:

- i) ensuring the purposes of the corporation are properly carried out
- ii) setting the long-range objectives and strategic plans
- iii) ensuring the Corporation's financial stability
- iv) managing all volunteers.

3.03 A Nominating Committee, appointed by the Board, shall recommend Members in good standing and ONCA eligible to fill vacant board positions.

3.04 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, in writing, by five (5) Members and the candidate acknowledges, in writing, both the willingness to stand and being compliant with ONCA requirements. The written nomination shall be received by the Chair of the Nominating Committee not less than fourteen (14) days before the Annual Meeting ("AM").

3.05 Should the nominations exceed twelve (12) Directors, the election shall be by ballot in an in-person meeting or by virtual vote facility in an on-line meeting.

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3.06 Members of the Board of Directors shall be elected at the AM.

3.07 The term of office for Directors elected shall be for one (1) year.

3.08 The Board shall have the power to fill vacancies in the Board of Directors that occur between AMs, and the Director appointed to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor.

3.09 The office of a Director shall be vacated immediately:

- i) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- ii) if the Director dies or becomes bankrupt;
- iii) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- iv) 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.

3.10 All Directors serve as such without remuneration, but any reasonable expense incurred by a Director in the course of performing duties may be reimbursed.

3.11 The immediate Past President, if membership is maintained, will be entitled to be an ex-officio member of the Board.

3.12 Committees

To assist the Board in the execution of its responsibilities, it may set up Committees. Each committee may formulate its own rules of procedure subject to directions the Board may establish from time to time.

4 **Board Meetings**

4.01 Board meetings may be held in person or virtually.

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4.02 The Chair shall normally convene monthly meetings of the Board between September and the following April and at other times, if necessary, to further the purpose of LUES. Once the date and time of regular meetings for the year have been set by the Board and all Directors notified, no further notice of regular meetings shall be required.

4.03 Any five (5) Directors may convene a Special meeting of the Board.

4.04 All Directors shall be notified of any meeting of the Board at least seven (7) days prior to the meeting.

4.05 A meeting of the Board without proper notice may be called by the Chair, or in the Chair's absence, by the Vice-Chair, if that person is of the opinion an emergency situation has occurred that will affect the basic functioning of LUES.

4.06 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.

4.07 Each Director has one vote. Unless otherwise required by the Act or the By-law, issues arising at any Board meeting shall be decided by a majority of votes. The Chair of all meetings may vote but shall not have an additional vote to break a tie.

5 Officers and Term of Office

5.01 The Board shall appoint a Chair from among the Directors and may appoint any other Director to be an officer at its first meeting following the annual meeting of the Corporation. The Board will also appoint a Vice-Chair, a Recording Secretary, a Treasurer and a Corporate Secretary. The same Director may hold one or more offices. The Board may also appoint such other Officers, Key Roles and agents as it deems necessary, and those appointees shall have such authority and shall perform such duties as the Board may prescribe from time to time. All Officers and Key Roles serve at the Board's discretion, and any Officer or Key Role may be removed by Resolution of the Board.

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5.02 The Board may appoint additional Officers or assign other duties to Officers as it determines from time to time.

5.03 Provided the Officer is elected for a second term as a Director, the Officer shall hold the Officer position for two (2) years concluding at the Board meeting immediately following the relevant AM. Officers may be elected for successive terms.

5.04 The maximum continuous term of office of the Chair and Vice-Chair shall each be two (2) years in each position.

5.05 Any Member elected as a Director-at-large shall be required to take a position as an Officer or active committee member no later than the beginning of the year following becoming a member of the Board. If not willing to do this, the term of the Director-at-large shall cease.

6 Duties of Officers

6.01 Where an Officer position is vacant or the incumbent is unable to fulfill the responsibilities, the Board of Directors, may assign those responsibilities to another Director who is willing to fulfill them.

6.02 *Chair and Vice-Chair*

The Chair shall be the chief Officer of the Corporation and shall preside at all meetings of the Board. The Vice-Chair shall, in the absence of the Chair, perform the duties and exercise the powers of the Chair.

6.03 *Recording Secretary*

6.03.01 The Recording Secretary shall keep minutes of all meetings and Resolutions of the Board and the Members. The Recording Secretary shall also maintain a revolving seven (7) year paper and digital record of the approved Board and Member meeting Minutes and Resolutions.

6.03.02 The Recording Secretary shall post on the LUES website:

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- i) the most current AM Minutes and those of the prior two (2) AMs
- ii) the most current twelve (12) months of Board meeting minutes and Resolutions
- iii) the minutes of any Special Meeting of Members held in the previous twenty-four (24) months.

6.04 *Treasurer*

6.04.01 The Treasurer shall present a budget to the Board and shall oversee the receipt and disbursement of all funds of the Corporation.

6.04.02 The Treasurer shall:

- i) use the services of a bank or trust company approved by the Board
- ii) keep accurate accounts, provide a verbal financial update at each Board meeting, and present financial statements to the Board on a quarterly basis
- iii) maintain a revolving seven (7) year paper and digital record of the financial records
- iv) present a reviewed financial statement to the membership at the AM.

6.05 *Corporate Secretary*

6.05.01 The Corporate Secretary shall be responsible for all corporate filings required to keep LUES in compliance with corporate legislation.

6.05.02 The Corporate Secretary shall maintain and post on the LUES private website:

- i) the incorporation documents
- ii) a revolving seven (7) years' worth of paper and digital copy of the Corporation's records and filings
- iii) a paper and digital copy of this By-law and successive By-laws enacted during tenure in the Office
- iv) current Officer job descriptions.

7 Conflict of Interest

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7.01 A Director is considered to be in a conflict of interest when there is the potential to favour familial, financial and other self-interests over the interests of LUES as a whole. Any Director who may be in a conflict of interest shall report the conflict of interest to the other Directors at the first Board meeting where the topic is to be discussed and shall withdraw from being present and voting on the matter. The Recording Secretary shall report the conflict in the minutes.

7.02 Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of LUES to do so.

7.03 Every Director shall exercise the powers and discharge the duties of the office in the best interests of LUES and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.04 Every director and officer of the Corporation and their executors and administrators, and estate and effects respectively, shall be indemnified and saved harmless by the Corporation for and against:

1. Any liability and all costs, charges and expenses that are sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a Director for or in respect of anything done or permitted by the Director in respect of the execution of the duties of the office; and
2. All other costs, charges and expenses that are sustained or incurred in respect of the affairs of the corporation, except such costs, charges or expenses as are occasioned by a Director's own willful neglect/default. LUES shall carry appropriate director/no-fault insurance approved by the Board that holds the Board and other LUES members harmless from such claims.

7.05 No director or officer of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that a Director sustains or incurs in or about any action, suit or other proceeding as a result of which the Director is adjudged to be in breach of any duty or responsibility imposed upon the Director under law unless, in an action brought against the

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Director in the capacity as a director or an officer, the Director has achieved complete or substantial success as a defendant.

8 Privacy Policy

8.01 LUES is committed to safeguarding the personal information entrusted to LUES by its Members. All personal information will be managed in accordance with all applicable laws.

9 Fiscal Year

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

10 Membership in Learning Unlimited for Etobicoke Seniors

10.01 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.

10.02 Membership is not a permanent status. To be considered a Member for the purpose of attending a meeting of Members, a person must have been a Registrant for at least one lecture series in the twelve (12) months ending on the Record Date for that meeting. For the AM, the Record Date will be thirty (30) days prior to the date of the AM. For a Special Meeting, the Record Date will be the last day of the month preceding the request for the Special Meeting. Record Dates will be confirmed by the Board in the Notices of Meetings.

10.03 Membership is not transferable.

10.04 Membership may be suspended for cause by a two-thirds (2/3) vote of the Board after the Member has been given an opportunity to address the Board.

11 Meetings of the Membership

11.01 Meetings may be held in person, virtually or both.

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11.02 The business of such meetings shall be conducted in conformity with this By-law and with such conditions as the Board may specify. Only Members, Directors and the Financial Reviewer are entitled to attend the AM.

11.03 The Chair, or in the Chair's absence the Vice-Chair, shall chair these meetings.

11.04 The Chair of all meetings may vote, but shall not have an additional vote to break a tie.

11.05 Notice of meetings shall be given to the Membership at least twenty-one (21) days prior to the date of the meeting by e-mail and by publication on the LUES website and shall indicate the time, place and purpose of the meeting including the wording of Special or Extra-ordinary resolution(s) to be voted on with sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

11.06 If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

11.07 Each Member present at a meeting shall have the right to exercise one (1) vote on each resolution duly made and seconded. Unless otherwise required by the Act or the By-law, a majority of votes shall resolve every resolution.

11.08 Votes shall be taken by a show of hands among all Members present in person or using the voting function in an electronic meeting. An abstention shall not be considered a vote cast.

11.09 If there is a tie vote in an in-person meeting, the chair of the meeting shall require a written ballot. If there is a tie vote upon written ballot or in an electronic vote, the motion is lost.

11.10 A declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

A Annual Meeting (AM)

The LUES AM shall be held in compliance with Provincial legislation at least once in each calendar year and no longer than fifteen (15) months after the prior meeting.

- a) The AM shall be held at a time, place and in the format as the Board may decide.
- b) A quorum shall be twenty five (25) Members.
- c) The business of the AM shall be conducted in conformity with this By-law and with such conditions as the Board may specify and shall include:
 - i) receipt of or posting of the Agenda on the LUES website
 - ii) receipt of or posting of the minutes of the previous AM and any subsequent Special Meetings (approving resolution required)
 - iii) the Treasurer's report, including consideration of the financial statements with the report of the Reviewer on the LUES website
 - iv) appointment of Reviewer for the following year (approving resolution required)
 - v) election of Directors (approving resolution required)
 - vi) such other business as may properly arise.
- d) No other item of business shall be included on the agenda for an AM unless a Member's proposal has been given to the Corporate Secretary prior to the giving of notice of the AM in accordance with the Act, so that such item of new business can be included in the notice of AM.

B Special Meetings

For the purpose of establishing Membership for a Special Meeting, the period of registration will be the twelve (12) months ended on the last day of the month preceding the request for such meeting.

a) Board Initiated

- i) The Board may call a Special Meeting of Members at any time.
- ii) A quorum for a Board initiated Special Meeting (duly called) of the Members shall be twenty five (25) members.

b) Member Initiated

- i) A Special Meeting of Members shall be called by the Chair upon written request of 10% of the Members within twenty-one (21) days. If there be a vacancy in the office of the Chair such meeting shall be called by the Vice-Chair.
- ii) A quorum for a Member Initiated Special Meeting (duly called) of the Members shall be 10% of the Membership.

12 Notices

12.01 Services

Any notice required to be sent to any Member or Director or to the Financial Reviewer shall be sent by email or other electronic means to any such Member at the Member's latest email address as shown in the records of the Corporation; and to such Director at the latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the Financial Reviewer at the business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

12.02 Error Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or Financial Reviewer, 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

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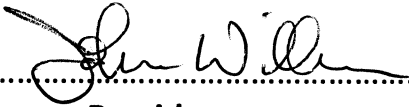
shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

13 By-law Name and Approval

13.01 This By-law shall be known as By-law #5 of Learning Unlimited for Etobicoke Seniors 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 two-thirds (2/3) of the Members present at an Annual 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 LUES website.

13.02 Once approved, this By-law and any future amendments shall be permanently posted on the LUES website.

13.03 This By-Law replaces the previous by-laws 1, 2, 3 and 4 and was passed by unanimous vote of the Board of Directors of Learning Unlimited for Etobicoke Seniors at its meeting held on the 16th day of January, 2023.


.....
President


.....
Corporate Secretary

This By-Law was confirmed by a vote, duly recorded in the minutes, of the Members present and entitled to vote at the Annual Meeting of Learning Unlimited for Etobicoke Seniors held on the ____ day of ____, 2023