



Ralph Thornton Community Centre Constitution and Procedure By-Law

BACKGROUND

The Ralph Thornton Community Centre (the “**Centre**”) is a City of Toronto-funded community centre that was originally established by *By-law No. 711-80 of the former City of Toronto* under the authority of the *Municipal Act, R.S.O. 1980*. The Board of Management of the Centre (the “**Board**”) continued under sections 7, 8 and 141 of the *City of Toronto Act, 2006*. Under this authority, the Board is appointed by Toronto City Council (the “**Council**”) to manage the facility and provide for its administration. Chapter 27, Council Procedures, of the City of Toronto Municipal Code, has delegated such authority respecting appointments to Community Council.

The following matters have been delegated to the Board:

- (i) The management, operation and maintenance of the community centre;
- (ii) The development, funding, management and operation of community centre programs;
- (iii) The approval of expenditures and management of administrative funds in accordance with the Council approved budget and, where applicable, the City’s financial policies;
- (iv) The development of strategic business plans for the community centre; and
- (v) The setting of fees and charges for use of the Centre.

DEFINITIONS

- (i) “AGM” means the annual general meeting of membership of the Centre.
- (ii) “AOCC” means the Association of Community Centres.
- (iii) “AOCC Relationship Framework” means the *Relationship Framework for the City of Toronto and the Board of Management for Community Centres*, dated September 25-27, 2006.
- (iv) “Board” means the Board of Management of the Centre.
- (v) “Board member” means a person appointed by Community Council or City Council to the Board of Management for the Centre.
- (vi) “Catchment Area” means the geographic boundary that defines the area of jurisdiction for the Centre and Board member requirements as defined by the Board of Management from time to time. As of the date of this Constitution, the geographic area is the Don River to the West, the Danforth to the North, Lake Ontario to the South and Coxwell Avenue to the East.
- (vii) “Centre” means The Ralph Thornton Community Centre.
- (viii) “City” means the City of Toronto.
- (ix) “Council” means the Toronto City Council. Where appropriate, and unless the context otherwise requires, references to “Council” in this Constitution shall include references to Community Council.
- (x) “Chair” or “Chairperson” means the President of the Board of Management for the Centre or the Member designated to chair such meeting, from time to time.
- (xi) “Member” means a member of the Centre.

- (xii) "Guest" means an individual present at a Board meeting who is not a member of the Board of Management.

ARTICLE I NAME

1. The name of the organization is THE RALPH THORNTON COMMUNITY CENTRE (the "Centre").

ARTICLE II OBJECTS

2. The object of the organization will be to maintain, manage, and operate the centre as a City-funded Community Centre in accordance with the City of Toronto By-Law 711-80, and the AOCC Relationship Framework adopted by Council in September 2006, as amended from time to time, as well as any and all other applicable City policies, in the multi-service building presently located at 765 Queen Street East in the City of Toronto.
3. **Mandate of the Community Centre.** Pursuant to Article 2 of the AOCC Relationship Framework¹, the Centre is mandated to:
- (i) Provide a broad range of community, social, educational and recreational services and programs;
 - (ii) Support community capacity building and community development through programs, volunteerism and community engagement;
 - (iii) Be responsive to the community through identifying evolving community, social, educational and recreational needs and developing ways of meeting them;
 - (iv) Support community participation, through membership and the election of Board nominees, to direct and control the administration and programming at the community centre; and
 - (v) Work in partnership with community organizations, local businesses, community groups and community members to provide accessible services that improve community well-being.
4. The Centre will provide community services in accordance with the following guidelines:
- (i) The Centre shall be community oriented and community controlled primarily serving people who live or work in its Catchment Area. Any resident of the City of Toronto may participate in programmes offered in the Centre;
 - (ii) The Centre shall be multi-purpose with a range of social and cultural services geared to the needs of its community in consultation with other facilities and organizations servicing the Catchment Area; and
 - (iii) The Centre may plan or co-ordinate programs with other community organizations and service agencies in the Catchment Area with the goal of maximizing the benefit to the community.

¹ AOCCs - Relationship Framework (adopted by City Council in September 2006)

ARTICLE III MEMBERSHIP

5. **Vision, Mission and Values.** Any person interested in the Centre's programs and activities and who subscribes to the vision, mission and values of the Centre, as amended by the Board, may become a member of the Centre.
6. **Membership.** To become a member of the Centre, one must satisfy the following requirements:
 - (i) Be eighteen (18) years of age or older;
 - (ii) Reside in the City of Toronto;
 - (iii) Complete an application for membership and submit such application to the Centre for review; and
 - (iv) Pay the membership fee as set by the Board.
7. **Duration.** Membership in the Centre shall be valid from the date from which the member pays the membership fee until **the Friday following the next Annual General Meeting** (the "**Expiry Date**"). Subject to the termination provisions of this Constitution, membership in the Centre may be renewed by members any time after the Expiry Date by paying the appropriate fee as set by the Board, in accordance with section 11 of this Constitution. Renewed memberships shall be valid as at the time such fee is paid until the next Expiry Date.
8. **Responsibilities of Membership.** Acceptance of membership in the Centre shall bind the member to abide by the Constitution and by decisions of the Board, and to support the Centre's mission, vision and values.
9. **Termination.** Membership may be terminated by the Board for failure of the member to abide by the Constitution, including, without limitation, any applicable City or Centre policies. Such termination must be undertaken in good faith and in a reasonable manner. The member must be given fifteen (15) days written notice of a pending decision to terminate. The notice shall include reasons for the proposed termination and provide the member with an opportunity to respond in writing. The Board will respond to the member with its decision within 5 business days of a Board meeting to decide on such member's termination.
10. **Privileges.** Members of the Centre may:
 - (i) Attend and participate in all meetings held to discuss the management of the Centre;
 - (ii) Vote on any and all matters brought before the members at an AGM and any Special Meeting (defined below) subject to the processes and limitations set forth in this Constitution;
 - (iii) Join committees or sub-committees of the Board (as permitted by Centre policy) and vote on matters brought before such committees or sub-committees;
 - (iv) Stand for election as a Member of the Board if qualified under Article V of this Constitution and Procedure By-law, and the AOCC Relationship Framework and the City's Public Appointments Policy as amended from time to time; and,
 - (v) Periodically receive information about the Centre and its programs.

Only members who reside within the Catchment Area may vote to nominate individuals as directors to the Board of Management.

11. **Fees.** Membership fees are set by the Board and may be revised by the Board from time to time.

ARTICLE IV ANNUAL GENERAL MEETING

12. **Annual General Meeting.** There shall be an annual general meeting of the membership (the “**AGM**”) on a date determined by the Board, which in any event shall not be held later than November 30th of each calendar year.
13. **Notice of the Annual General Meeting.** Notice of the AGM shall be given to members at least twenty-one (21) calendar days in advance of the AGM and in such a manner as to ensure that members have a reasonable opportunity to receive such notice. Notice shall be published on the Centre’s website.

The notice shall include the following information:

- (i) The date, time and location of the meeting;
- (ii) The intent to propose any amendments to the governing by-laws or constitution; and
- (iii) Any other proposed business.

14. **Purpose of the Annual General Meeting.**

The purpose of the AGM shall be to allow members to:

- (i) Receive reports on the work of the Centre during the preceding year and plans for the upcoming year;
- (ii) Receive the annual financial report and audited financial statements of the Centre for the previous financial year;
- (iii) Elect qualified candidates for recommendation to Council for appointment to the Board; and
- (iv) Deal with all other business that may properly come before the meeting.

15. **Nomination of Board Members at AGM:** If nominations received by the Nominations Sub-Committee exceed the number of vacancies, a vote of the eligible members will be held at the Annual General Meeting and the eligible nominees who receive highest number of votes in the election at the Annual General Meeting will be forwarded to Community Council for appointment to the Board.
16. **Special Meetings.** A special meeting of membership may only be called by a motion passed by the Board at a meeting of the Board.
17. **Special Meeting requested by Members.** Members may request the Board to consider a Special Meeting by providing the Board with a request for a Special Meeting (a “**Member Request**”). In order for a Member Request to be properly brought before the Board such request must: (i) state, in sufficient detail, the business of the proposed Special Meeting; and (ii) must be signed by at least fifteen (15) members or at least 15% of the voting membership of the Centre, whichever signature requirement is lesser. After discussions by the Board at a Board meeting in respect of the Member Request, the Board may pass a motion to hold a Special Meeting in response to a Member Request properly brought before the Board by passing a motion at such Board meeting.

18. **Notice to consider Special Meeting.** The Board shall communicate, in a manner and form deemed appropriate to the Board, to the Centre's entire membership at least fourteen (14) days before any meeting of the Board to discuss a Member Request stating: (i) a request for a Special Meeting has been submitted to the Board; and (ii) the proposed business for the special meeting. The Board is responsible only for taking reasonable steps to provide notice.
19. **Requirement to Hold Special Meeting.** A Special Meeting requested by a Member Request shall be held no later than sixty (60) calendar days after the date the Member Request is received by the Board, and shall deal only with such business as is specified in the Member Request.
20. **Notice of a Special Meeting.** Notice of a Special Meeting shall be posted in a conspicuous place at the Centre and given in such other manner as the Board deems appropriate, at least fourteen (14) days in advance of the proposed date of the meeting and shall state the date, time, location and business of the meeting.
21. **Quorum.** The presence of at least thirty (30) members or 20% of the membership, whichever is less, shall constitute a quorum at any meeting of the membership, including an Annual General Meeting and a Special Meeting.
22. **Votes at Meetings of Membership.** At any meeting of the membership, including, without limitation, the AGM and Special Meetings, all members shall have one vote and such vote shall be given personally and not by proxy. At any meeting of the membership, only members in good standing, as defined in section 6 of the Constitution, at least twenty-one (21) days prior to the date of the meeting will be entitled to cast a vote, except as otherwise specified in this Constitution. Questions arising out of any Annual or Special Meeting shall be decided by a majority vote of members except in the case of amendments to the Constitution or By-laws, in which case a two-thirds (2/3) majority vote is required.
23. **Notice Delivery.** Without limiting the foregoing, any notice required to be given under this Constitution shall be deemed to have been given if sent by ordinary mail or electronic mail to the last address of a member made known to the Centre by the member. Notice shall be deemed to have been received seven (7) business days after the date that it was sent. Non-receipt of any notice by any members shall not invalidate any resolution passed or any proceedings taken at any meetings.

For greater certainty, and unless the context otherwise requires, section 23 shall not be interpreted to require that notice be given only or at all by ordinary or electronic mail.

- 23.1 **Electronic Participation during Membership Meetings.** At the discretion of the Chair:
- (i) An AGM or Special Meeting of the Membership may be held during the period until one year following the later of the termination of the Provincial emergency or the termination of the municipal emergency related to COVID-19 where some or all members participate electronically and a physical meeting may not be held.
 - (ii) Where a meeting is being held in accordance with subsection (i):
 - (a) notice of the meeting may not be posted at the Centre, but will be posted in the RTCC Update (sent to all RTCC members who have provided an email address).
 - (b) any member participating in the meeting electronically will be deemed present for the purposes of quorum under Section 21, and will have the right to vote where eligible under section 22; and
 - (c) the Constitution and Procedure By-law will apply to the meeting, and any other minor modification as may be required.

**ARTICLE V
BOARD OF MANAGEMENT**

24. **Composition.** The Board shall be made up of thirteen (13) members as follows: (i) no more than twelve (12) members of the Centre, at least one-half of whom must live in the Catchment Area; and (ii) the member of Council for Ward 30.
25. **Eligibility Criteria.** Board members must meet the following eligibility criteria:
- (i) Be a member of the Centre in good standing, as set out in section 6 of this Constitution and Procedure By-law;
 - (ii) Not be an employee of the City of Toronto or of any of its Agencies or Corporations; and,
 - (iii) Not serving on another City of Toronto Agency or Corporation except as a member of a Business Improvement Area.
26. **Election of Board Members.** At the AGM, members entitled to vote may cast a single vote for a nominated individual for the Board. The eligible nominees who receive the highest number of votes in an election at the AGM will be forwarded to Community Council or Council for appointment to the Board.
27. **Appointment by Council.** All appointments to the Board are made at the pleasure of Council and Council retains the right to replace any appointed member at any time for any reason. Board Members may continue to serve past the expiration of their term, at the pleasure of City Council, and until their successors are appointed.
28. **Responsibilities of the Board.** The Board shall be responsible for the following, which responsibilities may be amended from time to time by Council:
- (i) The overall management, operation and maintenance of the community centre ensuring compliance with all applicable laws and applicable City policies;
 - (ii) The hiring and evaluation of the Centre's Executive Director;
 - (iii) Hiring and supervision of staff as may be required to assist with the maintenance and operation of the building and grounds;
 - (iv) The overall development, management and funding of programmes to be operated in the Centre;
 - (v) The approval of all programmes including fees for the use of the facilities and programmes if applicable;
 - (vi) The development of resources to support activities, programs and services of the Community Centre;
 - (vii) Conducting outreach programs and membership campaigns to maximize community participation in the affairs of the Centre;
 - (viii) Establishing policies, fees, and conditions for use of the Centre;

- (ix) Approving and submitting the annual budget and the Global Budget estimate for recommendation to Council;
- (x) Monitoring all financial records, budgets, and expenses of the Centre, and approving the Centre's Annual Financial Statement for audit purposes and receiving the report of the auditor;
- (xi) Appointing all committees of the Board and prescribing their terms of reference;
- (xii) Liaising with community organizations and service agencies as appropriate; and,
- (xiii) Reviewing periodically the written constitution of the Centre and proposing amendments as needed.

29. **Nominations Sub-committee.** The Board shall appoint a Nominations Sub-committee for the purpose of screening and interviewing prospective Board members to the Board prior to the upcoming AGM no later than four (4) months before the upcoming AGM. The Nominations Sub-Committee shall consist of no less than three (3) persons who are members of the Centre, at least one of whom must be a current Board member who will act as Chair. Employees of the Centre and Board members standing or intending to run for re-election to the Board may not serve on the Nominations Sub-committee.
30. Nominations to the Board of Management received by the Nominations Sub-Committee shall include the name of the person being nominated and a signed consent of the person nominated indicating their agreement to stand for election. Candidates for nomination shall complete the nominations process before being eligible for nominations.
31. The Nominations Sub-committee will make the Centre's membership and community aware of the nominating process at least ninety (90) days in advance of notice of the AGM being issued to members.
32. The Nominations Sub-committee is responsible for:
- (i) Attempting to find more prospective candidates than there will be vacancies to fill on the Board as of the upcoming AGM;
 - (ii) Assisting to recruit and select prospective candidates and providing information on the process to stakeholders and other interested persons;
 - (iii) Implementing an appropriate orientation process to inform prospective candidates about the application process as well as the responsibilities involved in becoming a Board member;
 - (iv) Screening prospective candidates to confirm that, in addition to meeting eligibility criteria set out the AOCC Relationship Framework and City of Toronto Public Appointments Policy, they also possess qualifications deemed important by the Board from time to time and meet the eligibility criteria to be a member of the Board as defined in the Constitution;
 - (v) Taking any other necessary and reasonable steps to encourage broad participation of prospective candidates, in accordance with the values of openness, impartiality, competition, and equity, as required by the City of Toronto Public Appointments Policy; and
 - (vi) Informing the Board of all eligible prospective candidates at or before the regularly scheduled Board meeting prior to the AGM.

33. **Term.** The term of office for elected Board members will be up to three (3) years. Board members wishing to serve subsequent terms must go through the regular nominations process. Board members may not serve more than eight (8) consecutive years on the Board. In the case of filling a vacancy, the term of the Board member shall be the balance of the term of the Board member they are replacing.

34. **Vacancies on the Board.** A vacancy on the Board shall be declared upon:

- (i) The death or other incapacitation of a Board member;
- (ii) The resignation of a Board Member;
- (iii) The failure of a Board Member to retain all the qualifications and eligibility for membership on the Board; or
- (iv) The removal of a Board Member by Council.

If a Board member ceases to be a Board member for any reason, the Board shall notify the City Clerk or his or her designate as soon as possible after a vacancy occurs.

35. **In-Term Vacancy:**

If a vacancy occurs three (3) months or more before to the end of the member's term, the Board shall initiate a process to identify a replacement member to complete the vacant term.

Where possible, replacement candidates shall be chosen from the list of eligible candidates who were nominated but not elected at the past AGM. In the event that this does not result in identification of a qualified replacement, the Nominations Sub-Committee shall initiate a new search process to recruit qualified members. The Board shall, by majority vote, nominate a member to fill the in-term vacancy as soon as reasonably possible and submit such nomination recommendation to Community Council and/or Council for appointment at its next scheduled meeting

36. **Removal of a Board Member.** A Board member may only be recommended to Council to be removed from the Board by a motion passed by a two-thirds majority vote of the Board or by a two-thirds majority vote of the members at a Special Meeting. Three consecutive absences from regularly scheduled board meetings, or missing half the regularly scheduled meetings in a calendar year, may be grounds for a recommendation to remove a Board member.

37. **Meetings of the Board.**

- (i) **Schedule.** A schedule of board meetings for the year shall be provided to each Board member and approved by the Board as soon as possible following the AGM.
- (ii) **Meetings at Centre.** The Board shall hold its meetings at the Centre, and if the Centre is unavailable, then at such place as the Board may determine suitable.
- (iii) **Electronic Participation in Board Meetings.** A member may participate in a meeting of the Board via live electronic media (e.g., telephone conference call, video conference, internet voice or video feed) provided that the member provides the Chair with reasonable prior notice and the Chair agrees, and the member's identity can be verified. The member participating electronically is not entitled to vote on motions before the Board during this time and such participation is not counted towards quorum.
- (iv) **Frequency.** Meetings shall be held as called but not less than every two (2) months.
- (v) **Agenda.** Board meeting agendas are determined by the Board.

- (vi) **Notice.** Notice of Board meetings will be posted at the Centre in a conspicuous place, stating the date, time, and location of the meeting and general nature of the business to be carried out.
- (vii) **Open / Closed Meetings.** Meetings of the Board shall be open to the public in accordance with the *City of Toronto Act*. A Board meeting may be closed to the public for matters for which the Board is authorized to close a meeting under Section 190 of the *City of Toronto Act*: matters concerning personnel or personal matters about an identifiable individual, security of the Board's property, labour relations or employee negotiations, litigation or potential litigation, receiving advice that is subject to solicitor-client privilege, an subject matters related to consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*. In these cases, discussions will be *in camera*. Where a matter has been discussed *in camera*, and where the matter remains confidential, members shall not disclose the content of the matter or the substance of the deliberations of the confidential matter.
- (viii) **Non-Business Meetings:** A meeting may also be closed to the public whereby no member of the Board discusses or otherwise deals with any matter in a way that materially advances the business or decision making of the Board. (e.g., a Board orientation, training or other retreat).
- (ix) **"In Camera" Motions.** Before going *in camera* the Board shall adopt a motion to close the meeting and state the general nature of the matter to be discussed and the reason for going *in camera*. A motion to resume meeting in public shall be made to end an *in camera* discussion.
- (x) **Speakers.** Members of the public or of the Centre attending meetings may address a Board meeting only with the permission of the meeting chairperson. The Board may set time limits for guests to speak at a Board meeting, which determination shall be made in the Board's sole and exclusive discretion.
- (xi) **Electronic Participation during an Emergency.** At the direction of the Chair:
 - (a) The Board may, despite subsection (ii) and (lii), hold a meeting during the period until one year following the later of the termination of the Provincial emergency or the termination of the municipal emergency related to COVID-19 where some or all of the Board Members participate electronically and a physical meeting may not be held at the Centre.
 - (b) Where a meeting is being held in accordance with subsection (a):
 - (1) notice of that Board meeting may not be posted at the Centre, but, despite subsection (vi), will be posted in the RTCC Update.
 - (2) despite subsection (iii), any Board Member participating in the meeting electronically will be deemed present for the purposes of quorum under section 39 and will have the right to vote on any business before the Board under section 41;
 - (3) any Board Member participating in the meeting electronically will be entitled to participate in any portion of the meeting closed to the public in accordance with this section; and
 - (4) the Constitution and Procedure By-Law will apply to the meeting, with any other minor modification as my be required.

38. **Special Meeting of the Board:** The Chair or Executive Committee may call a special meeting of the Board in between regularly scheduled meetings to address urgent matters. All Board members will be provided with a minimum of 24 hours notice and advised of the location, purpose and business of the meeting.

39. **Board Meeting Quorum.**

- (i) A majority of Board members who have been appointed by Council who are not a member of Council shall constitute quorum for a meeting of the Board of Management.
- (ii) If the appointed Board member who is a member of Council is present then they will be counted towards quorum.
- (iii) A vacant position will not be counted to calculate quorum.
- (iv) The meeting chairperson shall ensure that quorum is present when a vote is taken.

40. **Absence or Loss of Quorum:**

- (i) In the event quorum is not present 15 minutes after the time appointed for a Board meeting, the Board members present may ask the Secretary to call the roll and record the names of the Board members present and the meeting may be adjourned until the next scheduled meeting, or at the call of the Chair or Executive Committee.
- (ii) The Board members who are present may agree to proceed informally with the agenda and the Secretary will report to the next meeting of the Board on any proposals made at the informal gathering.
- (iii) Any proposals made at the informal gathering shall be submitted to the Board for consideration at the next regular meeting
- (iv) If quorum is lost during a meeting for a period of 15 minutes or more, Board members present may ask the Secretary to record the names of those Board members present and the meeting will be adjourned until the next scheduled meeting, or at the call of the Chair or Executive Committee.

41. **Voting at Meetings.** At all meetings of the Board, only the Board members present will have the right to vote. Proxies or designates shall not have a right to vote.

- (ii) Members present shall be asked to declare whether they have or may have a conflict of interest, including under applicable legislation, respecting any agenda item or matter under consideration at the beginning of the meeting and shall refrain from taking part in any discussion of or decision respecting the matter or agenda item.
- (iii) Upon the seconding of a proposed motion, Board members may cast one vote each unless prohibited by law (e.g., a declared conflict of interest). If a conflict of interest is declared, the Secretary shall record the name of the member who does not vote on the agenda item and the reason for not voting.
- (iv) In the event of a tie vote, the resolution fails.
- (v) The failure to vote by a member present at the meeting when a vote is called is deemed to be a negative vote unless a conflict is declared.

42. **Consultation with Board Members.** In the event that a matter requires input from members of the Board between regularly scheduled board meetings, the Chair may call a special meeting of the Board, or may request that Board members provide advice via electronic mail or media. Such advice may be considered by the Executive Committee prior to taking action and shall be reported to the Board for ratification at the next Board meeting.

43. **Board Minutes.**

- (i) **Preparation of Minutes:** The Board shall create and maintain accurate minutes and a record of all motions and decisions taken at every board meeting.
- (ii) **Approval.** The minutes of each Board meeting will be submitted to the Board for confirmation or amendment at its next regularly scheduled meeting or as soon as possible thereafter.
- (iii) **Signed by Secretary.** After the Board has confirmed or amended the minutes, the Board Secretary will sign the approved minutes. Original copies of signed minutes will be kept at the Centre for review.
- (iv) **Minutes Available to Members.** True copies of the approved Board minutes will be made available to members and the public within fourteen (14) business days of the Board's approval of the minutes by posting them physically at the Centre and on the Board's web site. Members may request a copy of the minutes of a Board meeting with appropriate advance notice.

44. **Board Procedures:** In addition to procedures outlined in this By-Law, the Board shall operate according to the policies and procedures established from time-to-time by the Board.

45. **Indemnification of Board Members.** The Centre shall be covered under the City's Liability and Property Insurance program. This coverage includes Automobile, Property, General Liability, and Professional Liability insurance. Professional Liability insurance provides coverage for liability resulting from errors or omissions in the performance of professional duties and applies to a range of officials including members of the Board. Community centres are required to pay annual premiums for insurance to the City.

A member of the Board from and after election shall be indemnified and saved harmless out of the funds of the Centre, upon Board approval, from and against all costs, charges and expenses whatsoever which such member of the Board sustains and incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such member for, or in respect of, any act, deed, matter, or thing whatsoever made, done or permitted by them in or about the execution of the duties or offices; and all other costs, charges and expenses, which are sustained or incurred in or about, or in relation to, the affairs thereof, except such costs, charges or expenses as are occasions of such member's own wilful neglect or default or any fraudulent or criminal acts.

ARTICLE VI OFFICERS OF THE BOARD

46. **Officers.** The officers of the Board will be President, Vice-President, Treasurer and Secretary.

47. **Other Officers.** The Board may establish other offices and positions as it deems necessary, and will prescribe the powers and duties of such officers.

48. **Election.** The Board will elect its officers and its committee chairpersons according to the Board's Executive policy.

49. **Term.** The term for every officer will be one (1) year.

50. **One Office or Chair.** No member of the Board may at any time hold more than one (1) office or chair more than one (1) a Board committee, with the exception of Board members on the Executive Committee.

51. **Removal from Office.** Any officer may be removed from office by a resolution of the Board approved by a majority of the Board.

52. **Limitation of Authority.** No officer or Board member shall obligate the Centre or commit it to any major policy, program, purchase, sale or responsibility without the express authority of the Board in each case.

53. **Duties of Officers of the Board**

(i) **President.** The President shall:

- a. Preside, when present, at all Annual, Special and Board Meetings; and
- b. Perform all duties incidental to the office and any other duties assigned by the Board.

(ii) **Vice President.** The Vice-President shall:

- a. Assist the President;
- b. Act as President in the event of the absence of the President until the President returns to duty and while acting as President, the Vice-President, shall have all the powers and perform all the duties of the President; and
- c. Have such other powers as are assigned to the Vice-President from time to time by the Board.

(iii) **Treasurer.** The Treasurer shall:

- a. Have such powers and perform such duties as are usually vested in the office of Treasurer;
- b. Have such other powers as are assigned to the Treasurer from time to time by the Board;
- c. Make recommendations to the Board concerning the financial position of the Centre; and
- d. Receive, examine, and present or summarize to the Board the financial statements and budgets of the Centre and all standing Committees that require budgets and financial statements;

(iv) **Secretary.** The Secretary shall:

- a. Issue or cause to be issued, to all Board Members notices of all meetings of the membership and the Board when directed to do so;
- b. Have charge of the minutes of all meetings of the membership and the Board;
- c. Have such other powers as are assigned to the Secretary from time to time by the Board; and

d. Have responsibility for the membership records.

54. **Transfer of Office.** Every Officer, at the time s/he leaves office, shall turn all the papers and documents of the office or position over to the incoming Officer.

ARTICLE VII FINANCIAL YEAR AND FINANCES

55. **Financial Year.** The financial year of the Centre is the first day of January to the last day of December in each year. The audited financial statement for the Centre for the most recent year shall be available to the membership at each AGM.

56. **Execution of Documents.**

- (i) Deeds, transfers, licenses, contracts and engagements, on behalf of the Centre shall be signed by either the President or the Vice-President and the Secretary of the Board;
- (ii) Contracts in the ordinary course of the Centre's operations may be entered into on behalf of the Centre by the President, Vice-President, Treasurer or by any person authorized by the Board; and
- (iii) Notwithstanding any provision to the contrary contained in this Constitution and Procedure By-law, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument contract or obligations of the Centre may be executed.

57. **Cheques.** Cheques, drafts and orders for payment of money and all notes, and bills of exchange shall be signed by any two (2) of the President, Treasurer or such other signing officers as are appointed by the Board.

58. **Without Purpose of Gain.** The Centre shall be carried on without purpose of gain for its members, and any profits or other gains to the Centre shall be used in promoting its objects.

ARTICLE VIII AGENTS AND EMPLOYEES

59. The Board may appoint agents and employees and they will be paid such remuneration as the Board by resolution determines.

60. The Board will appoint an Executive Director as the senior staff member for the organization. The Board will delegate to the Executive Director the responsibility for the general control and management of the Centre within the approved budget, policies and procedures.

ARTICLE IX AMENDMENT TO THE CONSTITUTION

61. The Constitution and Procedure By-law of the Centre shall be amended only by a two-thirds majority vote of the members present in person at the Annual General Meeting or Special Meeting, provided that notice containing the text of any change is given to members at least twenty one (21) days prior to the proposed date at which it is to be voted upon.

- (i) Despite section 61, where a special meeting of the Board is held under subsection 189(4.3) of the *City of Toronto Act, 2006* to amend the Constitution and Procedure By-Law to allow for electronic

participation in Board meetings, such amendments may be adopted at such a special meeting under that section and not at an Annual General Meeting or Special Meeting or as otherwise required in the Article.

ARTICLE X CONFLICT

62. In the event of any conflict or inconsistency between the Constitution or a by-law or policy of the Centre and a City by-law or policy, the City by-law or policy shall prevail.
63. In the event of any conflict or inconsistency between a by-law or policy of the Centre and the Constitution, the Constitution shall prevail.