

# PROPOSED BY-LAWS: FRIENDS OF GUILD PARK (FGP)

For Members' Approval at FGP Annual General Meeting, October 2023

Drafted to comply with the Ontario Not-for-Profit Corporations Act, 2010

Prepared by FGP Board Members and reviewed by Tatham, Pearson LLP, September 2023 Page 1 of 14

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## Section 1 – General

The following by-laws apply to “Friends of Guild Park”, incorporated in Ontario Sept. 17, 2021, hereinafter referred to as “the Corporation”.

### 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. “Board” means the board of directors of the Corporation;
- c. “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;
- d. “Chair” means the chair of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer 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 importing the singular include the plural and vice versa, and words importing one gender include all genders.

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## **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, as the case may be, shall prevail.

## **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

## **Section 2 – Directors**

### **2.01 Election and Term**

The Members elect the Directors. The Board shall consist of a minimum of three (3) Directors and a maximum of nine (9) Directors. Directors must be members in good standing of Friends of Guild Park. The members shall elect one-third (1/3) of the Directors for a three-year term, one-third (1/3) of the Directors for a two-year term, and one-third (1/3) of the Directors for a one-year term. After this time, newly elected Directors shall be elected for three (3) year terms.

### **2.02 Vacancies**

The office of a Director shall be vacated immediately:

a. 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;

b. if the Director dies or becomes bankrupt;

c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or

d. Members may remove a Director before the end of their term of office.

Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

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## **2.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. if the vacancy occurs in mid-term, a quorum of Directors may fill a vacancy among the Directors; and
- c. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

## **2.04 Committees**

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## **2.05 Remuneration of Directors**

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

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## **Section 3 – Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law.

### **3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

### **3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

### **3.05 Voting**

Each Director, including the Chair, has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

### **3.06 Participation by Telephone or Other Communications Facilities**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. For greater certainty, Board or Committee meetings may be held entirely by phone or electronic means.

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## **Section 4 – Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

## **Section 5 – Officers**

### **5.01 Officers**

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may assign from time to time.

### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

### **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

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## **5.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

## **5.05 Duties of the President**

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## **5.06 Duties of the Treasurer**

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

## **5.07 Duties of the Secretary**

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

## **Section 6 – Protection of Directors and Others**

### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is to be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
- b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation

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- c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested
  
- d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited
  
- e. for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.
  
- f. provided that they have complied with the Act and the Corporation's articles and By-laws; and exercised their powers and discharged their duties in accordance with the Act.

## **Section 7 – Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction. (Schedule D provides additional guidance on Directors' conduct.)

## **Section 8 – Members**

### **8.01 Members**

Membership in the Corporation shall consist of three classes of Members, namely, Regular Members, Senior Members and Student Members. The Board may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of Membership shall apply:

#### **a. Regular Members:**

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- i. Regular members shall be persons who have applied and been accepted for Regular Membership in the Corporation.
- ii. The term of membership of a Regular Member shall be 1 year, subject to renewal in accordance with the policies of the Corporation as amended from time to time.
- iii. As set out in the articles, each Member of the Regular Members class is entitled to receive notice of, attend and vote at all Members' Meetings, and each Member of the Regular Members class will be entitled to one (1) vote at such meetings.
- iv. Regular Members can transfer to become Senior Members when they reach 65 years of age.

## **b. Senior Members:**

- i. Senior Members shall be persons who have applied and been accepted for Senior Members membership in the Corporation and are 65 years of age or older.
- ii. The term of membership of a Senior Member shall be 1 year, subject to renewal in accordance with the policies of the Corporation as amended from time to time.
- iii. As set out in the articles, each Member of the Senior Members class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Senior Members class will be entitled to one (1) vote at such meetings.
- iv. Members of the Senior Members class cannot transfer to other classes.

## **c. Student Members:**

- i. Student Members shall be persons over the age of 14 years and less than 25 years of age who have made application and been accepted for membership in the Corporation as student members. Applicants



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- for student membership must provide satisfactory evidence of full-time enrollment as a student at a recognized educational institution.
- ii. The term of membership of a Student Member shall be 1 year, subject to renewal in accordance with the policies of the Corporation as amended from time to time.
  - iii. As set out in the articles, each Member of the Student Members class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Student Members class will be entitled to one (1) vote at such meetings.
  - iv. Members of the Student Members class can transfer to the Regular Member class when they no longer qualify as Student Members.

## 8.02 Membership

Membership in the corporation is not transferable and shall automatically terminate if the member resigns or their membership is otherwise terminated in accordance with the provisions of the Act or the By-laws of the Corporation.

## 8.03 Disciplinary Act or Termination of Membership for Cause

The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct (Appendix D) or other policies, violating our By-laws and any other reasons calling for discipline in the Discretion of Discipliner.

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member

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before making a final decision regarding disciplinary action or termination of Membership.

## **Section 9 – Members' Meetings**

### **9.01 Annual Meetings**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. approve the agenda;
- b. approve the minutes of the previous annual and subsequent special meetings;
- c. approve the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement (as required);
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year (as required);
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting.

No other item of business shall be included on the Annual Meeting agenda.

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## **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

## **9.03 Notice**

Subject to the Act, not less than 10 days and not more than 50 days written notice of any Annual or Special Meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

## **9.04 Phone and Electronic Meetings**

A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- allow all participants to communicate adequately with each other during the meeting
- allow you to verify the identity of anyone casting a vote
- prevent you from knowing how they voted.

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

## **9.05 Quorum**

A quorum for the transaction of business at a Members' Meeting is 10 percent of the Members entitled to vote at the meeting, present in person or electronic means. 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.

## **9.06 Chair of the Meeting**

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The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

## **9.07 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member present shall be entitled to one vote at any meeting; no proxy voting is permitted;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, 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.

## **9.08 Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more

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adjournments for an aggregate of 30 days of more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **9.09 Persons Entitled to be Present**

The only persons entitled to attend a Members' Meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there.

## **Section 10 – Notices**

### **10.01 Services**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her 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 auditor or the person who has been appointed to conduct a review engagement at its 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.

### **10.02 Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any

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error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **Section 11 – Amendment and Adoption of By-laws**

### **11.1 Amendments by Members**

The Members may from time to time amend this By-law with 51% of the votes cast at a Members’ Meeting.

### **11.2 Amendments by the Board**

The Board may from time to time in accordance with the Act pass or amend this By-law.

### **11.3 Adoption of new By-laws or changes to By-laws**

The Board must submit any By-laws it passes or changes it makes to existing By-laws to the Members at the next Members’ Meeting. The Members may confirm, reject or amend the new By-law or By-law changes.

**Enacted on:** \_\_\_\_\_

[insert date]

**Signed by:**

\_\_\_\_\_  
**John P. Mason, President**

\_\_\_\_\_  
**Janet M. Heise, Secretary**