

AGINCOURT COMMUNITY SERVICES ASSOCIATION  
INFORMATION SCARBOROUGH

BOARD POLICY MANUAL

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Title: By-law Revisions as of June 2016		
Board Approval: May 2016	Revision Date: June 2016	Page: 1 of <del>13</del> 12

AGINCOURT COMMUNITY SERVICES ASSOCIATION  
BY-LAW No. 1

**Article 1**  
**Association Name**

The Name of the organization shall be Agincourt Community Services Association (ACSA), hereinafter called "the Association".

**Article 2**  
**Area of Service**

The primary focus of interest for the Association is the larger community within the boundaries of the former City of Scarborough. The Association may also provide services, anywhere within the boundaries of Toronto and York Region, subject to Board approval.

**Article 3**  
**Purpose of the Association**

The Association is a non-profit, multi-service agency at the heart of Agincourt addressing the needs and empowering youth, newcomers, homeless and underserved communities to build a better tomorrow.

**Article 4**  
**Members**

**4.1 – Eligibility**

- (a) Any person who resides or works within the Area of Service and who shares the interests of the Association and supports its objectives and policies may become a Member upon payment of the annual membership fee and signing a membership form.
- (b) Donors and volunteers of the Association residing within or outside the Area of Service may become Members upon payment of the annual membership fee and signing a membership form.
- (c) Organizations may become Members and appoint a representative to exercise the powers of membership.

- (d) All Association clients may become Members upon signing a membership form. They may also pay the fee, if they wish.
- (e) Employees of Agincourt Community Services Association may not become Members of the Association.

#### 4.2 – Term of Membership & Registry

- (a) The annual term of Membership shall ~~commence on September 1<sup>st</sup> and expire on August 31<sup>st</sup> of each year, expire in June of each year.~~
- (b) A registry of all current Members shall be maintained by the Association.

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#### 4.3 – Member Fees

~~Membership fees for the Association are due at the time of signing of the membership form and are due annually upon the signing of the renewal membership form. Membership forms must be signed and annual membership fees paid 15 days in advance of the Annual General Meeting (AGM) in order for a Member to be eligible to vote at such meeting.~~ Individuals who become Members less than 15 days before the AGM will not be eligible to vote at that AGM.

### Article 5 Members' Meetings

#### 5.1 - Annual General Meetings

The AGM shall be held on a day not later than six months after the fiscal year end of the Association and at a place within the Area of Service fixed by the Board.

The business transacted at the ~~AGM~~annual meeting shall include:

1. ~~R~~eceipt of the agenda.;
2. ~~R~~eceipt of the minutes of the previous annual and subsequent general meetings.;
3. ~~C~~onsideration of the financial statements.;
4. ~~R~~eport of the auditor or person who has been appointed to conduct a review engagement.;
5. ~~R~~eappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year.;
6. ~~E~~lection of Directors, ~~and~~
7. ~~S~~uch other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the AGM in accordance with the *Corporations Act* (the "Act"), so that such item of new business can be included in the notice of AGM.

### ***5.2 – General Meetings***

- (a) The Board of Directors may at any time call a general meeting of the Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting.
- (b) The Board shall convene a general meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition. Any such requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Association.

### ***5.3 – Notice***

The Secretary will ensure that notice of the AGM or a General Meeting shall be sent to the Members at least 30 days before the date of the meeting. Notice of the AGM or a General Meeting may also be given by publication 21 days preceding the meeting, in a newspaper or newspapers circulated in the municipality in which the majority of the members of the Association reside. 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. Notice of each meeting must remind the Member of the right to vote in person or by proxy.

### ***5.4 – Quorum***

A quorum for the transaction of business at a Members' meeting shall be 20 Members entitled to vote at the meeting, whether present in person or represented by proxy. 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.

If a quorum is not present at the appointed place on the date for which the meeting is called within 30 minutes after the time fixed for the holding of such meeting, the meeting, if called on the requisition of the Members, will be terminated but in any other case shall stand adjourned to such day being not less than 10 days later and to such place and time as may be appointed by the Chair of the meeting. If at such adjourned meeting a quorum as above defined is not present, the Members present either in person or represented by proxy shall form a quorum, and any business may be brought before or dealt with at such an adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### ***5.5 – Chair of the Meeting***

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.

### ***5.6 – Voting of the Members***

Business arising at any Members' meeting shall be decided by a majority of votes cast at such meeting unless otherwise required by the Act provided that:

- (a) ~~S~~ubject to Section 4.3, each Member shall be entitled to one vote at any meeting.
- (b) Members may appoint, in writing, any other member in good standing to act as their proxy at a General Meeting or the AGM of the Members.
- (c) ~~W~~ith the exception of the election of Directors, which vote shall be taken by a written ballot, votes for all other matters 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.
- (d) ~~A~~n abstention shall not be considered a vote cast.
- (e) ~~B~~efore 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.
- (f) ~~I~~f 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.
- (g) ~~W~~henever 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.

### ***5.7 – Persons Entitled to be Present***

The AGM is open to non-members, including the auditors. For all other meetings, the only persons entitled to attend 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.

## **Article 6 Directors**

### ***6.1 – Composition, Election and Term***

- (a) Any Member may seek to be nominated as a Director.

- (b) To be eligible to serve as a Director of the Association the individual must be at least 18 years of age. No undischarged bankrupt shall be eligible to serve as a Director.
- (c) ~~Subject to Sections 6.2 and 6.3, t~~The Board of Directors shall consist of no fewer than 12 and no greater than 14 Members.
- (d) The Directors shall be elected by the Members. A list prepared by the Nominations Committee and approved by the Board of Directors of no fewer than 12 and no more than 14 Board members, including any new nominees, shall be presented to the Members at the AGM for election. The list will clearly distinguish between those who are up for election and those who are not up for election. Members shall only vote for those positions that are vacant and up for election that year.
- (e) Directors will be elected for a three-year term. Subject to Section 6.1(f), Directors may serve for a maximum of two consecutive three-year terms.
- (f) Once a Director has served for six consecutive years, he or she will be ineligible to stand for re-election unless fewer than 12 members seek to be nominated as Directors in which case a **Director who has served for six consecutive years may stand for re-election, for a one-year term.** After a one-year absence from the Board, a former Director may seek to stand for re-election again. In the event that the Chair reaches the maximum six consecutive years but has completed only one year as the Chair, this Director may serve one additional year in the role of Chair, if desired.

### **6.2 – Vacancies**

The office of a Director shall be vacated immediately:

- (a) ~~I~~f the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.;
- (b) ~~I~~f the Director dies or becomes bankrupt.;
- (c) ~~I~~f the Director is found to be incapable of managing property by a court or under Ontario law.;  
~~or~~
- (d) ~~I~~f, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

### **6.3 – Filling Vacancies**

- (a) The Director positions that are vacant for election are those where the Director has reached the end of a three-year term, or has been appointed during the year, or where a Director has resigned between the report of the Nominations Committee to the Board and the AGM.
- (b) If a vacancy occurs on the Board of Directors during the year, the Nominations Committee shall interview interested members to fill the vacancy and make a recommendation to the Board

of Directors.

- (c) A quorum of Directors may fill a vacancy among the Directors by way of majority vote of those present. Any Director appointed during the year by the Board of Directors to fill a vacancy must stand for election at the next AGM.
- (d) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out hereunder, the Directors in office shall, without delay, call a meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member.
- (e) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

~~(f) The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.~~

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## Article 7

### Board Meetings

#### 7.1 – Calling of Meetings

- (a) The Board of Directors shall meet once a month, except during the months of July and August. Additional meetings may be called by the Chair or at the written request of two Directors. A meeting of the Board of Directors may be held without notice immediately after the AGM.
- (b) Absence by a Director from Board Meetings for three consecutive months, without explanation satisfactory to the Board, will be treated as a resignation.

#### 7.2 – Quorum

A majority of the number of Directors fixed or elected by the Members from time to time shall constitute a quorum for the transaction of business of the Association. Notwithstanding vacancies, a quorum of Directors may exercise all the powers of the Board.

#### 7.3 – Votes to Govern

Each Director has one vote. At all meetings of the Board, any question shall be decided by a majority of the votes cast on the question and, in the case of an equality of votes, the ~~Chair of the meeting shall be entitled to a second or casting vote~~ motion shall be defeated. Any question at a meeting of the Board shall be decided by a show of hands unless a ballot is required or demanded.

#### 7.4 – Chair

The Board Chair or in the absence of the Chair, the Board Vice-Chairs shall chair the meetings of the Board of Directors. In the absence of the Chair and the Vice-Chairs, the Directors present shall choose one of their number to act as the Chair.

#### **7.5 – Executive Director**

The Executive Director or his/her designate, and any staff invited by the Executive Director or his/her designate, may attend all meetings of the Board of Directors or committees, except where the Board of Directors reasonably determines that his/her attendance would be inappropriate. The Executive Director shall have a voice but not a vote at these meetings.

#### **7.6 – Action in Writing**

A resolution in writing signed by all the directors entitled to vote thereon at a meeting of directors or of a committee of directors is as valid as if it had been passed at a meeting of directors.

#### **7.7 – Meetings by Telephone, Electronic or other Communication Facility**

~~With the approval of the Chair~~ ~~– If all of the Directors of the Association consent~~, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits 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.

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#### **7.8 – Conflicts of Interest**

- (a) It is the duty of every Director who is, in any way, directly or indirectly interested in a proposed contract or arrangement, to declare such interest and to refrain from participating in any discussion or votes respecting the contract or arrangement.
- (b) The Board of Directors may remove a Director for engaging in conduct that violates Board “Policy 2.3: Code of Conduct and Conflict of Interest” or that is harmful to the interests of the Association.

### **Article 8**

#### **Responsibilities, Powers and Remuneration of the Board**

##### **8.1 – Duties and Responsibilities of the Board**

- (a) The Board of Directors shall:
  - ~~H~~ire an Executive Director, who is accountable to the Board of Directors and review and approve the compensation package of such Executive Director on an annual basis.
  - Create, in collaboration with the Executive Director, oversee and approve and then oversee the implementation of the creation by the Executive Director of a strategic plan and direction for the Association.

- ~~M~~aintain an overview of the functions of the Association.
- ~~C~~ontinually assess the programs of the Association to ensure they efficiently and effectively meet the strategic plan, directions and objectives of the Association.
- ~~E~~nsure that the Association is financially sound, ~~and~~
- ~~K~~eep abreast of community trends.

(b) The Board of Directors are expected to:

- ~~P~~repare for Board meetings by reading the materials sent out beforehand.
- ~~A~~ttend meetings regularly, ~~and~~
- ~~T~~o otherwise carry out their responsibilities as outlined in Policy 2.2.1: Role of a Board Member – Job Description.

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### ***8.2 – Remuneration of Directors***

No part of the income of the Association shall inure to the benefit of the Directors, but Directors may be reimbursed for reasonable expenses connected to their duties.

### ***8.3 – Powers of the Board of Directors***

- (a) The Board of Directors shall establish policy for the Association.
- (b) The Board of Directors may, on behalf of the Association, approve the exercise of all powers that the Association may legally exercise. These powers include, but are not restricted to:
- ~~E~~nter into contracts or agreements.
  - ~~M~~ake banking and financial arrangements.
  - ~~P~~urchase, lease or otherwise acquire or dispose of property, for such consideration and upon such terms and conditions as the Board of Directors may consider advisable.
  - ~~borrow~~ ~~Borrow~~ on the credit of the association.
  - ~~ensure~~ ~~Ensure~~ that insurance to protect the property and interests of the Association is purchased and ~~to~~ indemnify the Association, its members and Directors from any claims arising from or related to the affairs of the Association.

## **Article 9**

### **Committees of the Board**

#### ***9.1 – Committee Membership***

- (a) The Board shall appoint all members of the Standing Committees and Board Directors on ad hoc committees.
- (b) The Board of Directors shall elect the Executive Committee members to their positions (Chair, Vice-Chair, Secretary, and Treasurer) at the first Board of Directors meeting following the AGM.

- (c) The memberships of the other standing committees shall be established at the first Board meeting following the AGM. However, the membership of these committees may be altered throughout the year.
- (d) Members of the Association and others who share the interest of the Association may be appointed by the Board of Directors to any committee other than the Executive Committee.
- (e) Each Director shall sit on at least one committee of the Association.
- (f) The Chair of the Board of Directors of the Association is an ex officio member of all committees.



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### ***9.2 – Standing Committees***

- (a) The standing committees of the Board shall be the Executive, Finance, Nominations and Development, and Policy. Each standing committee shall be chaired by a Director.
- (b) The duties of the Executive will be those assigned by the Board of Directors from time to time.
- (c) The Executive Committee shall also serve as the Personnel Committee.
- (d) The Executive Committee shall consist of the Chair, Vice-chair, Treasurer and the Secretary, all of whom must be Directors on the Board.

### ***9.3 – Ad Hoc Committees***

- (a) The Board of Directors may, from time to time create ad hoc committees. At least one Board member must be on every ad hoc committee.
- (b) The mandate, composition and duration of the ad hoc committee will be determined by the Board of Directors when the committee is struck.

### ***9.4 – Committee Meetings and Powers***

- (a) Committees will meet as often as necessary to carry out work of the committees; at the call of the chair of the committee or at the written request of two members of the committee.
- (b) Committees shall report to the Board of Directors monthly at Board meetings, when required.
- (c) No Committee, except the Executive Committee of the Board, shall have the power to act for or on behalf of the Association or otherwise to commit or bind the Association to any course of action.

## **Article 10**

## Executive Committee Position Descriptions

### 10.1 – Chair

- (a) The Chair is responsible for chairing all meetings of the Board of Directors and of the Executive Committee as well as the AGM and General Meetings of the Association.
- (b) The Chair has the responsibility to communicate the decisions of the Board to the Executive Director of the Association.
- (c) The Chair or the Chair's designate shall speak on behalf of the Board.
- (d) The Chair shall also carry out the other responsibilities outlined in Policy 2.2.2: Executive Officer Description – Chair.

~~(d)~~

### 10.2 – Vice-Chair

- (a) The Vice-Chair exercises the duties of the Chair in absence of the Chair.
- (b) The Vice-Chair shall carry out the other responsibilities outlined in Policy 2.2.3: Executive Officer Role Description – Vice-Chair.

### 10.3 – Treasurer

- (a) The Treasurer shall serve as the Chair of the Financial Committee.
- (b) He or she is responsible for the financial records and books of the Association as well as the budgets and statements of revenue and expenditure.
- (c) The Treasurer will present the statements of revenue and expenditure to the Board of Directors each month.
- (d) He or she will ensure that the audited financial statements are available for passage by the Board of Directors prior to the AGM.
- (e) The Treasurer shall present the audited financial statement at the AGM.
- (f) The Treasurer shall carry out the other responsibilities outlined in Policy 2.2.4: Executive Officer Role Description – Treasurer.

### 10.4 – Secretary

- (a) The Secretary shall keep and maintain all records of the Association, including the registry of members and Directors.

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- (b) The Secretary shall ~~be responsible for keeping ensure~~ the recording and keeping of the minutes of the meetings of the Board of Directors and of the Membership.
- (c) The Secretary shall be responsible for ensuring any required notices of meetings of the Board and the Members are given on time.
- (d) The Secretary shall carry out other responsibilities outlined in Policy 2.2.5: Executive Officer Role Description – Secretary.

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## Article 11 Financial Matters

### 11.1 – Banking

- (a) The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.
- (b) All funds belonging to or entrusted to the Association shall be under the ~~control oversight~~ of the Treasurer.
- (c) Association funds shall be deposited and maintained in an institution which is a member of the Canada Deposit Insurance Corporation.

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### 11.2 – Financial Year

The fiscal year of the Association shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

## Article 12 Execution of Instruments

- (a) Cheques issued by the Association must be signed by two of the signing officers. Signing officers shall be the Chair, the Vice-Chair, the Treasurer, the Secretary, the Executive Director and ~~any one of the~~ the Program Director or Senior Manager.
- (b) All cheques over \$1,000 must be signed by at least one signing officer who is a Board Director. For expenses over \$1,000 only one cheque may be issued.
- (c) All other deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its signing officers or Directors. 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 Director or signing officer of the Association may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

### **Article 13 Indemnification of Directors**

Every Director and his or her heirs, executors and administrators and estates and effects shall be indemnified and saved harmless by the Association from and against all cost, charges and expenses that he or she sustains or incurs in respect of any action or proceeding that is brought against him or her relating to any act or matter done, or permitted, in the execution of his or her charges and for expenses as are occasioned by the Director's willful act, neglect or default. No Director of the Association shall be liable for the acts, neglects or defaults of any other Director.

### **Article 14 By-law Amendments**

- (a) The By-laws shall be reviewed annually by the Policy Committee. This review shall take place in time for any amendments to be taken to the AGM.

(b) The Board of Directors may amend the By-laws of the Association from time to time. Any such amendments, other than amendments of a clerical nature, unless in the meantime confirmed at a general meeting of the Members duly called for that purpose, is effective only until the next AGM unless approved thereat by a majority of the votes cast by Members present at such meeting, in person or by proxy. Unless so confirmed, such changes will be of no effect.

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### **Article 15 Dissolution**

The Membership of the Association may vote to dissolve the Association on a vote by a two-thirds majority of Members present at a General Meeting in person or by proxy. After the payment of all debts and liabilities, the remaining assets of the Association will be distributed to recognized charitable organizations whose objectives are beneficial to the community and who operate solely in the Province of Ontario. A notice of motion to dissolve the Association must be given to the Members 30 days in advance of any meeting of the Members.

### **Article 16 By-law in respect of financial management**

Expenditures in excess of the budget must be brought promptly to the attention of the Board, and in any event, by no later than the next scheduled meeting of the Board.

### **Article 17 Rules of Order**

All meetings of the Board, the Members and any General Meetings and the AGM shall be conducted according to Robert's Rules of Order.

| APPROVED THIS 7<sup>TH</sup> DAY OF JUNE, 2016.

Chair \_\_\_\_\_

Secretary \_\_\_\_\_

| Enacted: January 17, 1994

Amended: AGM-May 15, 1995

AGM-May 21, 1996

AGM-May 16, 2000

AGM-May 14, 2002

AGM-May 13, 2003

AGM-May 13, 2008

AGM-June 9, 2009

AGM-June 5, 2012

AGM-June 7, 2016

