



**AGINCOURT COMMUNITY SERVICES ASSOCIATION**  
**ANNUAL GENERAL MEETING**  
**Tuesday, June 6, 2023**  
**By-Law Amendments**

The following changes to our By-Laws are being proposed to bring our By-Laws into full alignment with the new Ontario Non-Profit Corporations Act (ONCA).

**Change #1:**

**Proposed Amendment (New Addition):**

**Article 4.4 - Disciplinary Act or Termination of Membership for Cause**

- (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 before making a final decision regarding disciplinary action or termination of membership. (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.

**Change #2:**

**Current By-Law:**  
**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.

**Proposed Amendment:**

**Article 5.3 – Notice**

- (a) The Secretary will ensure that notice of the AGM or a General Meeting shall be sent to each Member and to the auditor or person appointed to conduct a review engagement at least 30 days but not more than 50 days before the date of the meeting.
- (b) Notice of the AGM or a General Meeting may also be given by publication 21 days preceding the meeting through digital platforms.
- (c) 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.

***Change #3:***

**Current By-Law:**

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

- (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, 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.

**Proposed Amendment:**

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

- (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. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property is ineligible to serve as a Director.
- (c) Subject to Sections 6.2 and 6.3:
  - (i) the Board of Directors shall consist of no fewer than 10 and no greater than 14 individuals as determined by a special resolution of Members; and
  - (ii) if the articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board.

- (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 10 and no more than 14 individuals, 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.

**Change #4:**

**Proposed Amendment (New Addition):**

**Article 7 - Board Meetings; 7.1 – *Calling of Meetings***

- (c) 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.
- (d) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the Act 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. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Association.

**Change #5:**

**Current By-Law:**

***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.

**Proposed Amendment:**

***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 as described in the Act, to declare such interest as required by the Act and to refrain from participating in any discussion or votes respecting the contract or arrangement as required by the Act.

**Change #6:**

**Current By-Law:**

**Article 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.

**Proposed Amendment:**

**Article 8.2 – 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, as deemed acceptable by the Board Executives.

**Change #7:**

**Current By-Law:**

**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.

**Proposed Amendment:**

**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 civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of being a Director of the Association. No Director of the Association shall be liable for the acts, neglects or defaults of any other Director. The Association shall not indemnify a Directors under this Article 13 unless,

- (a) the individual acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

**Change #8:**

**Current By-Law:**

**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.

**Proposed Amendment:**

**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 one or more Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to the Association's own purposes and who operates 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.

**The following change is being made to allow ACSA to make payments by Electronic Funds Transfer (EFT) or other electronic means, rather than issuing cheques.**

**Change #9:**

**Current By-Law:**

**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 Program Director or Senior Manager or another manager as approved by the Board.
- (b) All cheques over \$5,000 must be signed by at least one signing officer who is a Board Director. However, a cheque over \$5,000 does not require a signature of a signing officer who is a Board Director if the cheque is for an expenditure previously approved by the Board. This includes lease/rent amounts, payments for employee benefits, and contracts for services that have been approved by the Board and are in the minutes.
- (c) For expenses over \$5,000 only one cheque may be issued, so that the requirement for a signature from a Board Director, who is a signing officer cannot be avoided by issuing a series of cheques under \$5,000.

**Proposed Amendment:**  
**Article 12**  
**Execution of Instruments**

- (a) **Payments** issued by the Association must be **authorized** 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 Program Director or Senior Manager or another manager as approved by the Board.
- (b) All **payments** over \$5,000 must be **authorized** by at least one signing officer who is a Board Director. However, a **payment** over \$5,000 does not require **the authorization** of a signing officer who is a Board Director if the **payment** is for an expenditure previously approved by the Board. This includes lease/rent amounts, payments for employee benefits, and contracts for services that have been approved by the Board and are in the minutes.
- (c) For expenses over \$5,000 only one **payment** may be issued, so that the requirement for **an authorization** from a Board Director, who is a signing officer cannot be avoided by issuing a series of **payments** under \$5,000.