

Constitution of the Nolalu Community Centre revised August 2013 and Amended May 2015 and Amended October 2024

1. Authority

Volunteer Board of Directors comprised of 5 Officers, hereafter referred to as “the Board”, elected to run the Nolalu Community Centre, hereafter referred to as “the Centre”.

2. Name

(a) The name of the organization shall be the Nolalu Community Centre, hereafter referred to as “the Centre”, as so incorporated # 380067 on June 13th 1978 in the Province of Ontario.

(b) The location of the Centre is the North Half of Lot 5 in Concession 5 in the township of Lybster, Fire #2266 Hwy 588, Nolalu Ontario POT 2K0. Mailing address is P.O. Box 6, Nolalu, Ontario POT 2K0

3. The Centre shall serve the area that is under the jurisdiction and within the boundaries of the Nolalu Local Services Board that generally services residents of Hardwick, Lybster, Marks, Lismore and Strange (except those in Arrow Lake and Pete’s Lake) townships, herein referred to as “the Members”.

4. Aims

(a) To promote volunteer community involvement and provide the opportunity for all individuals to participate.

(b) To provide social, athletic, cultural, education and creative activities both in and around the Centre.

(c) To actively promote relations between other centres and community groups.

5. Operation

(a) The Centre shall be governed by an elected volunteer Board of Directors.

(b) The Board will be responsible for the operations, maintenance and programming of the Centre.

(c) The operation of the Centre shall be carried on without purpose of gain for the Board members and any profits or other accretions to the Centre shall be used in achieving its objectives.

6. Finance

(a) Signing powers for the Centre shall be held by the Chair, Vice-Chair, Treasurer and Secretary with two signatures required on each cheque.

(b) The financial statements, books and records of the Centre shall be reviewed within three months of the ending of each fiscal year by a qualified person or entity with the results presented to the Members at the Annual General Meeting.

(c) All monies acquired under a lottery license shall be deposited into a Lottery Account. All other monies shall be deposited into a General Account

(d) A cheque made out to one of the account signatories should not be signed by the payee, however, this is permissible due to absence of two of the other three signers. Two signatures are still required.

7. Amendments, Repeals and Revisions to the Constitution.

(a) Notification of proposed changes to the constitution must be posted by the electronic media that is currently used by the Centre for member communication and in addition posted in the Newsletter and at the Centre one month prior to a special meeting of the Members.

(b) Changes to the constitution can only be approved at a general meeting.

(c) A simple majority will be needed to confirm any change to the constitution.

(d) Changes to any proposed amendment to the constitution can be made by a motion from the Board at this meeting.

(e) In the event of dissolution of the Nolalu Community Centre, its remaining property or part thereof shall be distributed or disposed of to organizations whose objects are beneficial to the community or to charitable organizations.

8. Fiscal Year

The fiscal year shall be from the 1st of October until the 30th of September.

9. List of Executive Office Positions

The Officers of the Centre shall be:

- Chair
- Vice-Chair
- Secretary
- Treasurer
- Events Coordinator

10. Elections

(a) The Officers shall be elected by a majority vote at the Annual General Meeting and serve for a period of two years.

(b) All individuals must be an eligible Member of the Centre and 18 years of age.

(c) To be eligible to hold the office, a volunteer Executive Officer must attend at least 6 Board meetings each fiscal year.

(d) Vacancies among the Officers shall be filled for unexpired terms by any Member in good standing by a simple majority vote at a general meeting.

11. Board Meetings

(a) To be held monthly with the exception of July and December

(b) A quorum must exist of Chair and two Officers.

(c) All elected Officers and Chair may vote at Board meetings

(d) Meeting date changes will be posted by the electronic media that is currently used by the Centre

Chair

Vice- Chair

Secretary

Treasurer

Events Coordinator

- I Revised by vote at the general meeting of April 20, 1995
- ii Revised by vote at the general meeting of May 21, 2009
- iii Revised by vote at the general meeting of December 16, 2010
- iv Revised by vote at the general meeting of September 10, 2015

A by-law relating generally to the conduct of the affairs of
Nolalu Community Centre (the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

“Act” means the Province of Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time

“articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“Board” means the Board of Directors of the Corporation and “Director” means a member of the Board;

“by-law ” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“meeting of Members” includes an annual meeting of Members or a special meeting of Members

“ordinary resolution” means a resolution that,
is submitted to a meeting of the Members of a corporation and passed at the meeting, with or without amendment, by a simple majority.

“proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of section 56 of the Act;

“regulations” means the regulations made under the Act, as amended, restarted or in effect from time to time

“resident” person or persons residing

“special resolution” means a resolution that,
(a) is submitted to a special meeting of the Members of a Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
(b) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member’s attorney; (“résolution extraordinaire”)

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all gender, and “person” includes an individual, body, corporate, partnership, trust and unincorporated organization.

Other than as specified above, words, and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Corporation. The Secretary of the Corporation shall be the custodian of the corporate seal.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Executive Officers. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Executive Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year

The financial year end of the Corporation shall be September 30 in each year.

6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or Corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct, or authorize.

7. Borrowing Powers

If authorized by a by-law which is duly adopted by the Directors and confirmed by ordinary resolution of the Members, the Directors of the Corporation may from time to time:

1. Borrow money on the credit of the Corporation;
2. Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
3. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt of the Corporation.

Any such by-law may provide for the delegation of such powers by the Directors to such Officers or Directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

8. Presentation of annual financial statements to Members

1. The Directors of the Corporation shall place before the Members at every Annual General Meeting:
 - a. The financial statements approved by the Directors under subsection 83 (1) of the Act;
 - b. The review report of the financial statements prepared by the qualified person or entity who reviewed the financial statements, books and records at the fiscal year end, and
 - c. Any further information respecting the financial position of the Corporation and the results of its operations required by the articles or the by-laws. 2010, c. 15, s. 84 (1).

Copy to members

2. Not less than 21 days, or a prescribed number of days, before each Annual General Meeting of the Members or before the signing of a resolution under section 59 in lieu of the Annual General Meeting, a Corporation shall give a copy of the documents referred to in subsection (1) to all Members who have informed the Corporation that they wish to receive a copy of those documents. 2010, c. 15, s. 84 (2); 2017, c.20, Sched. 8, s. 19.

9. Membership Conditions - The following conditions of Membership shall apply:

1. All individuals who are either residents or property owners who reside or own property within the boundaries of the Nolalu Local Services Board are considered Members of the Nolalu Community Centre.
2. Individuals **18 years and older** are entitled to vote at meetings given they meet the following criteria:
 - a) Provide proof of residency, OR
 - b) Provide proof of property ownership
3. Each individual is entitled to one vote regardless of the number of properties owned.
4. Subject to the Act and the articles, a voting Member shall be entitled to receive notice of to attend and/or vote at meetings of the Members of the Corporation.

*A special resolution of the Members is required to make any amendments to this section of the by-laws if those amendments affect Membership rights and or conditions.

10. Membership Transferability - Memberships are not transferrable

11. Notice of Members' Meeting

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

1. Affixing the notice, not later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the Corporation's activities is regularly posted and that is located in the main facilities or club house of the Corporation.
2. By publishing the notice, not later than 14 days before the day on which the meeting is to be held, in the community Newsletter and on the Corporations' electronic contact page.

A special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

12. Members Calling a Members' Meeting

The Board of Directors shall call a special meeting of Members in accordance with Section 60 of the Act, on written requisition of at least 10 Members carrying voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

13. Absentee Voting at Members' Meeting

Pursuant to section 64 of the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

1. A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
2. A Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the Member or by their agent or mandatary
 - a) At the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, Or
 - b) With the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting
3. A proxyholder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
4. If a form or proxy is created by a person other than the Member, the form of proxy shall:
 - a) Indicate, in bold-face type,
 - i. the meeting at which it is to be used,
 - ii. that the Member may appoint a proxy holder, other than a person designated in the form of proxy., to attend and act on their behalf at the meeting, and
 - iii. instructions on the manner in which the Member may appoint the proxyholder.
 - b) Contain a designated blank space for the date of the signature,
 - c) Provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as a proxyholder.
 - d) Provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors.
 - e) Provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and

- f) State that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instruction of the Member, on any ballot they may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly.
- 5. A form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d) (iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote in respect of each matter or group of related matters.
- 6. If a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner to draw the addressee's attention to the information; and
- 7. A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to section 64 of the Act, a special resolution of the Members is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by Members not in attendance at a Meeting of the Members.

14. Termination of Membership

A membership in the Corporation is terminated when:

- 1. The Member is no longer a resident or a property owner.
- 2. The Member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws.
- 3. The Corporation is liquidated and dissolved under the Act.

15. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

16. Discipline of Members

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- 1. Violating any provision of the articles, by-laws, or written policies of the Corporation.
- 2. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.
- 3. For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other Director or Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from

membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

17. Proposals Nominating Executive Officers at Annual Members' Meetings

The Members shall make nominations for the Executive Officers' positions by a motion made at the Annual General Meeting of the Members. Nominations can be made by a Member in attendance at the meeting or by an acceptable written nomination form. All nominations are required to be seconded by a Member in attendance at the meeting. An ordinary resolution is required for the motion to pass (simple majority).

18. Cost of Publishing Proposals for Annual Members' Meetings

The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

19. Place of Members' Meeting

Subject to compliance with section 53 of the Act, meetings of the Members will be held at the registered office of the Corporation.

20. Persons Entitled to be Present at Members' Meetings

Members, non-members, Directors and Officers of the Corporation are entitled to be present at a meeting of Members. However, only those Members entitled to vote at the Members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

21. Chair of Members' Meetings

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

22. Quorum at Members's Meetings

A quorum at any meeting of the members (unless a greater number of Members are required to present by the Act) shall be a simple majority of the attending Members entitled to vote at the meeting, but at no time be less than three (3) Members including Directors and/or Officers.

23. Votes to Govern at Members' Meetings

At any meeting of Members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a simple majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.

24. Participation by Electronic Means at Members' Meetings

A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present in person at the meeting. 2023, c. 9, Sched. 22, s. 4.

25. Members' Meeting Held Entirely by Electronic Means

Under extraordinary circumstances meetings of Members may be held entirely by telephonic, electronic or other communication facility.

26. Number of Directors

The Board shall consist of the number of Directors specified in the articles. 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 ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a soliciting corporation the minimum number of Directors may not be fewer than three (3), at least two of whom are not Officers or employees of the Corporation or its affiliates.

27. Term of the Office of Directors

The Directors shall be elected to hold office for a two -year term expiring not later than the close of the annual meeting of Members following the election.

28. Calling of Meetings of Board of Directors

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors or Officers at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

29. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 36 of the Act that is to be dealt with at the meeting.

30. Regular Meeting of the Board of Directors

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 34 (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

31. Persons Entitled to be Present at Meetings of the Board of Directors

Members, non-members, Directors and Officers of the Corporation are entitled to be present at a meeting of the Board of Directors, however, only those members of the Board are entitled to vote at the Board of Directors' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

32. Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

33. Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

34. Appointment of Offices

The Board may designate the offices of the Corporation, appoint Officers on a bi-annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

35. Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the Directors of the Corporation, if designated and if Officers are appointed, shall have the duties and powers associated with their positions as outlined in Section 41 of this By-law.

The powers and duties of all the Directors and Officers of the Corporation shall be such as the terms of their engagement call for or the Board or Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Director or Officer.

36. Vacancy in Office

An Officer shall hold office until the earlier of:

1. The Officer's successor being appointed,
2. The Officer's resignation,
3. Such Officer ceasing to be a Director (if necessary, qualification of appointment), or
4. Such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

37. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

1. If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation.

2. If mailed to such person at such person's recorded address by prepaid ordinary or air mail.
3. If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose. Or
4. If provided in the form of an electronic document.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or is representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice of other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

38. Invalidity of any Provisions of this By-Law

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.

39. Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, 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 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.

40. Mediation and Arbitration

Disputes or controversies among Members, Directors, Officer, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

41. Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors Officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator

The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

42. Summary of the Directors' Duties

1. **The Chair** shall chair all meetings of the Corporation and of the Board, when present in person, and able, have general supervision of the affairs of the Corporation; sign all by-laws, and execute any documents with the Secretary; perform any other duties which the Board, from time-to-time, may assign.

Duties:

- Maintain good working relationship with Local Services Board;
- Maintain good working relationship with other Board members;
- Greet and liaise with visiting dignitaries;
- Promote good relationships with community and centre members;
- With other Board members, review submission of contracts or transactions to Directors for approval;
- With other Board members, review by-laws annually;
- With other Board members, review strategic plan annually;
- In case of a tie in voting of the Directors, the Chair shall have a casting vote in addition to their original vote;
- Attending some (not all) programs and functions of the centre as the Board representative;
- Acting as liaison with government agencies unless delegated to another Director of the Board;
- Sign all by-laws and be secondary signing Officer of all accounts;
- Performing other duties which the Board may, from time to time, assign;
- Subject to the NCC Constitution section 6. Finance, Clause (d) any two of the four signing Officers can authorize by signing all cheques and other payables, however, when possible, the Treasurer shall countersign with the Chair, Vice-Chair or Secretary as required.

2. **The Vice-Chair** shall exercise any or all of the duties of the Chair in the absence of the Chair or if the Chair is unable for any reason to perform those duties, and perform any other duties which the Board may, from time-to time assign.

Duties:

- Maintain good working relationship with Local Services Board;
 - Attending regular meetings and maintain good working relationship with other Board members;
 - Greet and liaise with visiting dignitaries when required;
 - Promote good relationships with community and centre members;
 - With other Board members, review submission of contracts or transactions to Directors for approval;
 - With other Board members, review by-laws annually;
 - With other Board members, review strategic plan annually;
 - Attending some (not all) programs and functions of the centre as the Board Representative;
 - Act as liaison with government agencies unless delegated to another Director of the Board;
 - Performing other duties which the Board may, from time to time, assign; and
 - Subject to the NCC Constitution section 6. Finance, Clause (d) any two of the four signing Officers can authorize by signing all cheques and other payables, however, when possible, the Treasurer shall counter sign with the Chair, Vice-Chair or Secretary as required.
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3. **The Secretary** keeps and maintains the records of the Corporation.

Duties:

- Keep and maintain records of the Corporation including the registry of Officers and Directors, the minutes of the annual general meeting, general meetings and meetings of the Board, the by-laws and resolutions;
- Have custody of the corporate seal;
- Certify copies of any registry, by-law, resolution or minutes;
- Give notices of the annual general meeting, general meetings and meetings of the Board of Directors;
- Be the channel for all correspondence to and from the Board, with the approval of the Board;
- Perform other duties which the Board may, from time to time, assign; and
- Subject to the NCC Constitution section 6. Finance, Clause (d) any two of the four signing Officers can authorize by signing all cheques and other payables, however, when possible, the Treasurer shall counter sign with the Chair, Vice-Chair or Secretary as required.

4. **The Treasurer** shall keep and maintain the financial records and books of the Corporation.

Duties:

- Countersigning all cheques or other payments with the Chair, Vice-Chair or Secretary as required;
- Disburse the funds of the Corporation under the direction of the Board of Directors;
- Retain property vouchers and receipts;

- Render an up-to-date account of the financial position of the Corporation at the general meetings;
- Assist in the preparation of the reconciliation and annual financial statements of the Corporation;
- Validate and pay invoices, issue receipts, maintain floats;
- Performing other duties which the Board may, from time to time, assign; and
- Subject to section 6. Finance, Clause (d), in the NCC Constitution, any two of the four signing Officers can authorize by signing all cheques and other payables, however, when possible, the Treasurer shall counter sign with the Chair, Vice-Chair or Secretary as required.

5. **The Events Coordinator** shall coordinate all programs and events in cooperation with the Members of the Board.

Duties:

- Form the yearly schedule of events in conjunction with the Board;
- Assist in ensuring the success of all programs;
- Identifying need for volunteers to Volunteer Coordinator;
- Submit event reports to Board of Directors;
- Share program information with the Grassroots editor and Media Coordinator in a timely manner;
- Ensure outdoor notice board is current and ensure advertising of scheduled events via appropriate channels;
- Obtain any permits and/or licenses required;
- Responsible for returning liquor to Liquor Control Board of Ontario the next business day after an event;
- Responsible for submitting accounting and financial reports and monies to treasurer in a timely manner;
- Ensure event decorations are put up and taken down in a timely manner;
- Perform other duties which the Board may, from time-to-time assign; and
- May delegate any of the above duties to other Board members upon agreement of the Board.

By-Laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a by-law that requires a special resolution of the Members according to subsection 103 (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by Members.

Chair

Vice- Chair

Secretary

Treasurer

Events Coordinator