

# Bylaws #2, Commanda Community Centre

## A by-law relating generally to the transactions of the affairs of the COMMANDA COMMUNITY CENTRE (CCC)

**NOTE: These bylaws have been prepared to follow the Statutes, Regulations and Schedules of the Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 including amendments made under Schedule 22 of Bill 91 *Less Red Tape, Stronger Economy Act, 2023.***

**BE IT ENACTED as a by-law of the COMMANDA COMMUNITY CENTRE (CCC) as follows:**

### Definitions

1. In this by-law and all other by-laws of the Corporation, 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 and effect;
  - d) CCC means the Commanda Community Centre;
  - e) "Chair" means the chair or president of the Board;
  - f) "Corporation" means the Commanda Community Centre corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
  - g) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
  - h) "Member" means a member of the Corporation;
  - i) "Members" means the collective membership of the Corporation;
  - j) ONCA means the *Not-for-Profit Corporations Act, 2010*. S.O. 2010, CHAPTER 15 and any Regulations and Schedules as legislated;
  - k) "Officer" means an officer of the Corporation;
  - l) and President means the Chair of the Board of Directors.

# Bylaws #2, Commanda Community Centre

## **HEAD OFFICE**

2. The Head Office of the Corporation shall be 4009 Ontario Highway 522, in the Hamlet of Commanda, in the Province of Ontario, or at the director's discretion, the corporation may change the location of its registered office within a municipality or geographic township by resolution of its directors. ONCA 2010, c. 15, s. 14 (3).

## **SEAL**

3. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

## **BOARD OF DIRECTORS**

4. The affairs of the Corporation shall be managed by a board of seven directors, each of whom at the time of his election or within ten days thereafter and throughout their term of office shall be a member of the Corporation. Directors must maintain a Membership in good standing with the Corporation before and during their existing term as Director. Each director shall be elected to hold office until the first annual meeting after they were elected or until their successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a meeting of members duly called for that purpose of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

Only two members of a household shall be allowed to act as a Director. This does not exclude a member from acting as the chair of a committee, authorized by the Board of Directors.

The directors will adhere to the CCC's Code of Conduct and statement of ethics, and the Policies and Procedures as published.

## **VACANCIES, BOARDS OF DIRECTORS**

5. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. But if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

## **QUORUM AND MEETINGS, BOARD OF DIRECTORS**

6. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned, or emailed to each director not less than one day before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence

# Bylaws #2, Commanda Community Centre

of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings, an hour to be named and of such regular meeting notice, no notice needs to be sent. A directors' meeting will also be held immediately following the annual meeting of the members. The directors may consider or transact any business either special or general at any meeting of the board of Directors of the Corporation.

## **NO ERRORS IN NOTICE, BOARD OF DIRECTORS**

7. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had there at.

## **VOTING, BOARD OF DIRECTORS**

8. Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

## **POWERS**

9. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

## **REMUNERATION OF DIRECTORS**

10. The directors shall receive no remuneration for acting as such.

## **OFFICERS OF CORPORATION**

11. There shall be a President, a Secretary, and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by a by-law from time to time. A Vice-President may be elected. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election, the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and, in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board. Information pertaining to the Officers, required under ONCA 2010 will be kept-recorded in the Register of Officers.

## **DUTIES OF THE PRESIDENT**

12. The President shall, when present, act as chair, and preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws. During the absence or inability of the President, their duties and powers may be exercised by the Vice-President

# Bylaws #2, Commanda Community Centre

if one was elected, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## **DUTIES OF THE SECRETARY**

13. The Secretary shall record the minutes of all meetings and shall distribute a draft of the minutes to all of the board of directors. The Secretary shall attend all meetings of the board of directors and record all facts of all proceedings in the Corporate Register kept for that purpose. The Secretary shall give all notices required to be given to members and to directors. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors. The Secretary shall maintain the list of members and provide the member's information to the Treasurer and will be responsible for entering the information of the members as required by the ONCA.

## **DUTIES OF THE TREASURER**

14. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. The Treasurer shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall issue receipts in a timely manner and also shall perform such other duties as may from time to time be determined by the board of directors.

## **DUTIES OF OTHER DIRECTORS**

15. The duties of all the other Directors of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them. Assigned duties of a director may be suspended by a majority vote of the board of directors based on the violation of the CCC's Code of Conduct, policies or bylaws or any other reason calling for discipline.

## **EXECUTION OF DOCUMENTS**

16. Deeds, transfers, licences, contracts, and engagements on behalf of the Corporation shall be signed by either the President or Vice-President or a Director appointed by the Board, and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the board.

Rentals of the CCC lasting more than two days in total and the daily rental rate thereof will be approved by the Board and the written agreement shall be signed by the President or Vice-President or a Director appointed by the Board and by the renter. Rental rates will be reviewed by the Board annually and will be approved by a motion of the Directors.

If the renter is a business, they will provide the CCC board with a certificate of insurance showing the CCC is indemnified on their insurance policy.

# Bylaws #2, Commanda Community Centre

The President, Vice-President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time, designated by the board of directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

A director or officer of a corporation who,

- a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or
- b) is a director or an 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,
- c) shall disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest. 2010, c. 15, s. 41 (1).

A director shall not attend any part of a meeting of the directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is,

- a) one relating primarily to his or her remuneration as a director of the corporation or an affiliate;
- b) one for indemnity or insurance under section 46; or
- c) one with an affiliate. 2010, c. 15, s. 41 (5).

## **CORPORATE RECORDS**

17. The directors of the corporation shall prepare and maintain records containing :

- (a) the corporation's articles and by-laws, and amendments to them;
- (b) the minutes of meetings of the members and of any committee of members;
- (c) the resolutions of the members and of any committee of members;
- (d) the minutes of meetings of the directors and of any committee of directors;
- (e) the resolutions of the directors and of any committee of directors;
- (f) a register of directors;
- (g) a register of officers;
- (h) a register of members;
- (i) accounting records adequate to enable the directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis; and
- (j) a register of ownership interests in land

The above records shall be prepared and maintained in accordance with the specifications outlined under the Ontario Not-for-Profit Corporations Act, 2010 and Ontario Regulation 395/21.

A record of the issuance of all keys to every lock controlled by the CCC will be entered into the corporate record. This will include the number of the key if available, the lock for what it is for and to whom it was issued to, and when the key was returned A motion by the Board of Directors is required to authorize the issuing a key that provides access to the entrances of the CCC. An exception would be if it to be a

# Bylaws #2, Commanda Community Centre

rental for one day or less. The Director responsible for issuing the keys could issue a key on payment of a deposit.

## **MEMBERSHIP**

18. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships, and other legal entities as are admitted as members by the board of directors. Memberships are current from January 1<sup>st</sup> to December 31<sup>st</sup> of that year.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the corporation prior to acceptance of his resignation.

Each member in good standing shall be entitled to one vote on each question arising at any special or annual meetings of the members. Members and other legal entities may vote through a duly authorized proxy.

Each member shall promptly be informed by the Secretary of their admission as a member. The Secretary is responsible for keeping a register of members.

The directors or any committee of directors have the power to discipline a member or to terminate their membership. Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner. A procedure is fair and reasonable if,

- (a) a member is given at least 15 days notice via registered mail, of a disciplinary action or termination with reasons; and
- (b) the member is given an opportunity to be heard, orally, in writing or in another format permitted by the corporation's articles or by-laws, not less than five days before the disciplinary action or termination of membership becomes effective, by the person with authority to impose or revoke the disciplinary action or termination.

A membership is terminated when,

- (a) the member dies or resigns;
- (b) the member is expelled, or the person's membership is otherwise terminated in accordance with the articles or by-laws.
- (c) the member's term of membership expires; or
- (d) the corporation is liquidated or dissolved under Part XII. 2010, c. 15, s. 50 (1)

## **DUES**

19. Each member shall pay annual dues in the amount of \$15.00 per year or in such other amount as shall from time to time be fixed by the board of directors, which amount shall become effective only when confirmed by a vote of 2/3 of the members present in person or represented by proxy at an annual meeting of members. A partnership with the Gurd and Area Historical Corporation, commonly known as the Commanda Museum, is in effect. There is an agreement that there is a combined registration of membership in place. However, members of the Gurd and Area Historical Corporation, commonly known as the Commanda Museum, are not members of the CCC by this virtue.

Upon receipt of twenty-five dollars (\$25.00) from a member who chooses to be a member of both corporations, the Secretary will add that person to the Register of Members and will forward twelve and fifty cents dollars (\$12.50) to the Gurd and Area Historical Corporation for their membership dues. Each

# Bylaws #2, Commanda Community Centre

corporation shall issue their own receipt. The receipt for the CCC will state the CCC is not a charitable corporation, and the receipt is not considered a donation. The Secretary shall, as soon as practical, inform the individuals of their admission and provide a receipt of membership.

The Board of Directors shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

## **ANNUAL AND OTHER MEETINGS OF MEMBERS**

20. The annual or any other special meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to special business that may be transacted, the report of directors, the financial statement and the report of the Financial Review Committee shall be presented, and a board of directors elected, and a financial review committee appointed for the ensuing year and if an Auditor is required, the remuneration of the auditor shall be fixed.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a meeting of the members of the Corporation. No public notice nor advertisement of special meetings, or annual meetings, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by email or mail, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual meetings may transact.

An agenda for a Board of Directors meeting will be provided by email, 24 hours in advance of the meeting. This agenda will be approved at the meeting. Agendas for Special Members meetings and the Annual meeting will be sent out in advance as per legislation. These agendas will be approved at the applicable meeting.

The notice of and the convening of meetings and additions to the agenda will be conducted as per the ONCA.

## **ERROR OR OMISSION IN NOTICE**

21. No error or omission in giving notice of any annual or any adjourned meeting of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting, their last mailing address, phone number, or Email address recorded on the Corporate Register of the Corporation will be used.

## **ADJOURNMENTS**

22. Any meetings of the Corporation or of the directors may be adjourned to any time and date and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

# Bylaws #2, Commanda Community Centre

## **BY-LAWS**

23. Unless the articles or the by-laws otherwise provide, the directors may by resolution make, amend, or repeal any by-law that regulates the activities or affairs of the corporation, except in respect of a matter referred to in clause 103 (1) (g), (k) or (l) of the Ontario Not-for-Profit Act. The directors shall submit the by-law, amendment, or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, the amendment or the repeal by ordinary resolution.

A two-thirds majority of the current members present or by proxy is required to amend, create, or repeal a by-law. The by-law, amendment or repeal is effective from the date of the resolution of the directors. 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 by the directors to the members as required or if it is rejected by the members. If a by-law, amendment, or repeal ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the members.

## **QUORUM OF MEMBERS**

24. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person. 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.

## **VOTING OF MEMBERS**

25. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not be a member but before voting shall produce and deposit with the Secretary the signed Meeting Proxy form. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless they have paid all dues or fees, if any, then payable by them.

At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the President (Chairperson) that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

Two election officials will be appointed to supervise the election and to count the show of hands or to count the ballots for the election of the Directors as members of the Board. The seven members that are standing for election, having the highest number of votes cast will be elected as Directors.



# Bylaws #2, Commanda Community Centre

## **FINANCIAL YEAR**

26. Unless otherwise ordered by the board of directors the fiscal year of the Corporation shall terminate on the 31st day of May in each year.

## **CHEQUES, ETC.**

27. All cheques, bills of exchange or Electronic Transfers or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation. Any one of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

28. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions may be so selected as custodians of the securities. The board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities withdrawn from deposit or the proceeds thereof.

## **NOTICE**

29. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally, mailed, or emailed, addressed to the director, officer or member at their address as the same appears on the Corporate Registers. A notice or other document so sent by post shall be held to be sent at the same time when the same notice was emailed or telephoned. For the purpose of sending any notice, the address of any member, director or officer shall be their last address as recorded on the Corporate Registers of the Corporation.

## **BORROWING**

30. The directors may from time to time borrow money on the credit of the Corporation; or pledge securities of the corporation only on approval of two-thirds of the membership.

## **INTERPRETATION**

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the use of "their" signifies the singular case and shall include firms and corporations.



CORPORATE SEAL OF THE  
COMMANDA COMMUNITY CENTRE

Signed and sealed with the Commanda Community Centre's Corporate Seal,  
this day, March 13<sup>g</sup>, 2024 in the Hamlet of Commanda, Ontario.

Passed by a two-thirds majority of the membership present at the Annual Meeting and signed by the board of directors:

[Signature], President

[Signature], Secretary

[Signature], Treasurer

[Signature], Board Member

[Signature], Board Member