

# KENSINGTON MARKET COMMUNITY LAND TRUST

## Bylaw Number One

*Modified 2019.11.30*

### Section 1 — General

#### 1.01 Definitions

In this by-law, unless the context otherwise requires:

- A) “Act” means the Act under which the Corporation was incorporated as well as the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made pursuant to either of the Acts, and as the Acts are amended or re-enacted from time to time;
- B) “Board” means the board of directors of the Corporation;
- C) “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- D) “Chair” means either of the Co-Chairs of the Board;
- E) “Corporation” means the Corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- F) “Director” means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- G) “Member” means a member of the Corporation;
- H) “Members” means the collective membership of the Corporation; and
- I) “Officer” means an Officer of the Corporation.

#### 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

#### 1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

#### 1.04 Seal

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

### **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its 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 person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Section 2 — Members**

### **2.01 Transitional Membership**

At the time of incorporation, and for the first annual general meeting, the members in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board or by staff with the delegated authority of the Board.

### **2.02 Membership**

There shall be two categories of membership in the Corporation:

- A) **COMMUNITY MEMBERSHIP.** Any person 16 years of age or over, who supports the objects and activities of the Corporation and lives or works within the geographic boundaries of activities of the Corporation as set by the Board of Directors from time to time, is eligible to be a **COMMUNITY Member**;
- (B) **SUPPORTER MEMBERSHIP.** Any person 16 years of age or over, or a corporation, partnership or proprietorship which operates a for-profit enterprise, or a not-for-profit association, organization or corporation which operates inside of the geographic boundaries of activities of the Corporation as set by the Board of Directors from time to time, and who or which supports the objects and activities of the Corporation, is eligible to be a **SUPPORTER MEMBER**. The Board of Directors may, from time-to-time and on a case-by-case basis, accept individuals or organizations who or which support the objects and activities of the Corporation but do not meet the above geographic criteria, as **SUPPORTER members**.

### **2.03 Membership Registration**

A person satisfying the membership criteria set out in section 2.02 may register within the appropriate type of membership in the Corporation by completing the Membership Form adopted by the Board of Directors from time to time and delivering the form to the place of business of the

Corporation by hand, ordinary mail, fax, or email. A person's Membership shall be in effect once accepted by the Board; such acceptance shall not be unreasonably withheld.

#### **2.04 Members in Good Standing**

- A) The Board of Directors may, from time to time, direct by ordinary resolution that an annual fee is payable within each membership type for a member to be in good standing, except for those exempted from fee payment by the Board.
- B) All members are in good standing except:
  - a. a member who has failed to pay in full, when due, the membership fee required by the Board, or
  - b. a member who has been suspended by the membership pursuant to these bylaws.

#### **2.05 Members Voting**

Each COMMUNITY member of the Corporation in good standing shall be entitled to vote at meetings of the Corporation, subject to election registration criteria as set forth in these by-laws. Members in the SUPPORTER category of membership are not entitled to vote or to stand for election as a Director of the Corporation.

#### **2.06 Members Ceasing to be Members**

- A) A member shall cease to be a member of the Corporation:
  - a. by delivering a resignation in writing to the Corporation;
  - b. upon his or her death;
  - c. or has been a member not in good standing for more than 12 consecutive months.
- B) The Board of Directors of the Corporation may, by a resolution duly passed at a Board meeting by at least two-thirds of the votes cast at the meeting, suspend or expel any member. The notice of the resolution shall be provided to the member who is the subject of the resolution at least 14 days in advance of the meeting and shall include a brief statement of the reason for the proposed suspension or expulsion. The member who is the subject of the proposed action shall be entitled to an opportunity to be heard at the meeting before the resolution is put to a vote.

### **Section 3 — Members' Meeting**

### **3.01 Annual Meeting**

The annual meeting shall be held at a time, on a day and at a place within Ontario fixed by the Board. Notice of the meeting must be provided to all members and must include a description of the business to be transacted at the meeting.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such 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 the annual meeting unless a Member's proposal has been delivered to the Chair prior to the issuing of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **3.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members in good standing for any purpose connected with the affairs of the Corporation 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.

### **3.03 Notice**

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

### **3.04 Eligibility to Speak and Vote**

Any individual COMMUNITY or SUPPORTER member in good standing of the Corporation may speak at any meeting of the Corporation. Members in the SUPPORTER category of membership who are associations, organizations or corporations, must designate in writing only one person to be their designated spokesperson. The Chair may expand or relax these speaking privileges for a particular meeting, at her/his discretion.

In order to be eligible to vote at any meeting of the Corporation, each COMMUNITY member in good standing of the Corporation must be at least 18 years of age and have been registered as a

member of the Corporation no less than five business days before the meeting date. SUP-PORTER members shall not be eligible to vote.

The Corporation shall keep a record of all registered members, including contact information and date of registration. The day of registering as a member in good standing and the day of the meeting shall be excluded for the purpose of determining whether the five-day requirement has been satisfied. Any question as to the eligibility of a person to vote at a meeting will be determined by the Chair of the Governance Committee of the Corporation prior to the commencement of the meeting based on the evidence available of being in good standing and meeting any necessary registration requirements.

### **3.05 Quorum**

A quorum for the transaction of business at a Members' meeting is no less than 10 of the Members entitled to vote at the meeting. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

### **3.06 Chair of the Meeting**

One of the Co-Chairs of the Board of Directors shall be the chair of the Members' meeting; but in the Chair's decision or 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.

### **3.07 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes from members eligible to vote unless the By-Laws provide otherwise or the Act requires either a special (at least two thirds of the votes) or extraordinary resolution (at least 80% of the votes cast) provided that:

- A) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- B) an abstention shall not be considered a vote cast;
- C) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- D) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- E) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **3.08 Adjournments**

The Chair may adjourn any meeting of the Corporation to any time and from time to time. An adjournment may be made with or without a quorum being present. No notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 50 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **Section 4 -- Directors**

### **4.01 Directors and Terms**

- A) At the first meeting of the members and at each succeeding annual meeting at which an election of Directors is required, the Directors shall be elected by the COMMUNITY members.
- B) The term of office of the Directors shall be two years from their election and they will hold office from the date of the meeting at which they are elected until the second following annual meeting or until their successors are elected or appointed. Directors may not serve more than three consecutive terms.
- C) Directors shall be COMMUNITY members in good standing and must have held membership in the Corporation for at least one year prior to standing for election (except for the term following the first Annual General Meeting of the Corporation).
- D) The board shall be composed of no less than 7 Directors and no more than 15 Directors.
- E) The Board will determine the number of vacancies which are eligible for election and will publish that information as part of the notice of the Annual General Meeting.

### **4.02 Vacancies**

The office of a Director shall be vacated immediately:

- A) if the Director resigns office by written notice to the Chair, which resignation shall be effective at the time it is received by the Chair or at the time specified in the notice, whichever is later;
- B) if the Director dies or becomes bankrupt;
- C) if the Director is found to be incapable of managing property by a court or under Ontario law;
- D) if the Director has failed to attend without excuse more than 3 consecutive meetings of the Board and the Board has resolved that the Director should tender a resignation.

#### **4.03 Filling Vacancies**

A vacancy on the Board occurring between Annual General Meetings shall be filled as follows:

- A) A quorum of Directors may fill a vacancy among the Directors by a majority vote and the new Director will hold office until the next Annual General Meeting;
- B) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy;

#### **4.04 Election of Directors**

The election of directors at the Annual General Meeting or at a special meeting called for the purpose of electing directors shall be conducted as follows:

- A) A nomination of a member eligible to be a Director can be made by the Governance Committee of the Board;
- B) A nomination of a member eligible to be a Director can be made by three members in good standing and eligible to vote by putting forward their nomination in writing along with the written consent of the nominee, and delivered to the address of the Corporation by close of business no later than 3 business days before the election.
- C) All validly nominated candidates will be included on a ballot, in alphabetic order by surname, to be presented to the meeting.
- D) At the meeting to elect directors by members, any candidate on the ballot may make a statement to the members regarding their candidature. The presentation of such a statement shall take no longer than five minutes. The order of candidates' statements shall be determined by the Chair presiding over the election using a random selection process.
- E) To be elected, a candidate on the ballot must receive the highest number of affirmative votes from the members voting in the election.
- F) Voting will be carried out by secret ballot.

#### **4.05 Remuneration of Directors**

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

## **Section 5 — Board Meetings**

### **5.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair and shall be called by the Chair on receipt of a request by any three Directors for a date and time within 14 days of the date of the request. All meetings will be held at a place within the geographic boundaries of activities of the Corporation as set by the Board of Directors from time to time.

### **5.02 Regular Meetings**

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

### **5.03 Chair**

One of the Co-Chairs shall preside at Board meetings. In the absence of both Co-Chairs, the Directors present shall elect one of their number to act as the Chair.

### **5.04 Voting**

Questions arising at any Board meeting shall be decided by consensus. In the event that consensus cannot be achieved the question may be put to a vote requiring a two-thirds majority to secure passage. The Chair does not have a second or casting vote.

### **5.05 Quorum**

Quorum for a meeting of the Board of Directors shall be a minimum of one half of the number of Directors in office at the time of the meeting.

### **5.06 Electronic Participation**

A Director may, in accordance with the Act, participate in a meeting of the Board of Directors or of a committee of the Board, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the *Act* to be present at that meeting.

## **Section 6 — Board Committees and Officers**

## **6.01 Committees**

- A) The Board may establish such standing and ad hoc committees as it sees fit, and may appoint board and non-board members to these committees. The Board shall, when establishing any committee, set out the purposes of the committee, its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the Board of Directors. Each board committee shall elect a Committee Chair, who will provide a report at each meeting of the Board. Non-board members sitting on board committees shall be entitled to vote on motions before the committees on which they sit. The board may by resolution dissolve any committee at any time.
- B) The Board shall appoint a Standing Governance Committee, whose duties shall include recruiting members to the Board of Directors, considering nominations for board elections and board committees, organizing the annual meeting and the elections for directors, being responsible for the orientation of new directors, and any other duties set out by the Board of Directors into the Committee's terms of reference.
- C) The Board shall appoint a Standing Finance Committee, whose duties shall include review of quarterly financial statements and reporting to the Board, reporting to the Board concerning the review of finances, meeting annually with the auditor or person appointed to conduct a review engagement of finances and engaging them to speak to the annual general meeting, and any other duties set out by the Board of Directors into the Committee's terms of reference.
- D) The Board shall appoint a Standing Executive Committee, whose members will include officers of the Corporation who are Directors, whose duties shall include board management powers and exercising powers delegated to it by the Board of Directors, including acting in the event of an emergency, and any other duties set out by the Board of Directors into the Committee's terms of reference. All decisions of the Executive Committee shall be reported to the Board at the next regular meeting, but no ratification of decisions is necessary.

## **6.02 Officers**

- A) The Board shall elect two Co-Chairs, a Treasurer and a Secretary from among the Directors, at the Board's first meeting following the annual meeting of the Corporation, all of whom shall be officers of the Corporation. The Board may appoint other officers and agents as it deems necessary and who shall have such authority and shall perform such duties as the board may prescribe from time to time.
- B) Any officer shall cease to hold office upon resolution of the Board.
- C) Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

## **6.03 Protection of Directors and Officers**

No Director, officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- i) complied with the Act and the Corporation's articles and By-laws; and
- ii) exercised their powers and discharged their duties in accordance with the Act.

## **Section 7 — Conflict of Interest**

### **7.01 Conflict of Interest**

A Director or Officer who is in any way directly or indirectly materially interested in a contract or transaction, or a proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors nor vote on any resolution to approve any such contract or transaction.

## **Section 8 — Financial**

### **8.01 Banking**

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

### **8.02 Financial Year**

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

## **Section 9 — Notice and Service Requirements**

### **9.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered to that person by electronic mail or by regular post to the address (electronic, home or business address) as shown in the records of the Corporation; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **9.02 Error or Omission in Service**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **Section 10 — Adoption and Amendments of By-Laws**

### **10.01 Amendments to By-Laws**

The Members may from time to time amend the By-laws of the Corporation by a vote of special majority at a meeting duly called. The Board may not amend these By-laws.