

By-law No. 1, relating generally to the conduct
of the affairs of
Toronto Knitters Guild
(the “Guild”)

WHEREAS the Guild was incorporated effective February 1, 2019;

AND WHEREAS the objective of the Guild is to provide a community for knitters in and around the Greater Toronto Area and to promote the fibre-related arts;

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

PART I – GENERAL PROVISIONS

1. Definition

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

“**Act**” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23, 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 Guild;

“**board**” means the board of directors of the Guild and “**director**” means a member of the board;

“**by-law**” means this by-law and any other by-laws of the Guild 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;

“**member in good standing**” means an individual who has been admitted to membership by the board and who is not more than 30 days in arrears of his or her membership dues;

“**ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution;

“**proposal**” means a proposal submitted by a member of the Guild that meets the requirements of section 163 of the Act;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time; and

“**special meeting of members**” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

“**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Corporate Seal

The Guild may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the corporate seal shall be kept at the registered head office of the Guild, unless otherwise directed by the secretary.

3. Financial Year

The financial year end of the Guild shall be January 31 each year or as otherwise determined by the board of directors.

4. Borrowing Powers

The directors of the Guild may, without authorization of the members,

- a. borrow money on the credit of the Guild;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Guild;
- c. give a guarantee on behalf of the Guild; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Guild, owned or subsequently acquired, to secure any debt obligation of the Guild,

provided the value of the indebtedness, guarantee, or other security interest does not exceed CAD \$10,000. If the value of the indebtedness, guarantee, or other security interest exceeds CAD \$10,000, it must be approved by an ordinary resolution of the members.

5. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Guild may be signed by any two (2) of its officers or directors. 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.

6. Annual Financial Statements

The Guild shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Guild reproducing the information contained in the documents not more than 6 months after the year end. Instead of sending the documents, the Guild may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Guild is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

PART II - MEMBERS

7. Membership Conditions

There shall be one class of members in the Guild, members in good standing.

Membership shall be open to all persons committed to pursuing the objectives of the Guild, who have paid annual dues as set out in the by-laws and who have agreed to abide by the Rules of Conduct, as developed by the board. Members are strongly encouraged to volunteer throughout the year.

Each member in good standing shall be entitled to receive notice of, attend and vote at all meetings of the members of the Guild. Subject to the board's guest admission policy, non-members may be permitted to attend meetings of members, on payment of a nominal fee. No membership privileges other than meeting attendance are extended to non-members.

8. Membership Transferability

Memberships are not transferable.

9. 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:

- a. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
- b. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

10. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 (Requisition of meeting) of the Act, on written requisition of 15 members. If the directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

11. Absentee Voting at Members' Meetings

Pursuant to section 171(1)(Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Guild has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification; and
- b. permits the tallied votes to be presented to the Guild without it being possible for the Guild to identify how each member voted.

12. Membership Dues

Membership dues shall be as determined by the board of directors and shall be paid annually. Annual membership fees are due in September with the membership year running September 1 to August 31, in each year.

Special dues may be levied from time to time by the board, and must be approved by ordinary resolution of the members.

13. Term of Membership

Unless renewed by the member or otherwise determined by the board, a membership shall expire on August 31, each year.

14. Termination of Membership

A membership in the Guild is terminated when:

- a. the member is expelled in accordance with section 16 below, or is otherwise terminated in accordance with the articles or by-laws; or
- b. the Guild is liquidated and dissolved under the Act.

15. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights and benefits of the member automatically cease to exist.

16. Discipline of Members

The board shall have authority to suspend or expel any member from the Guild for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Guild;
- b. carrying out any conduct which may be detrimental to the Guild as determined by the board in its sole discretion; or
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Guild.

In the event that the board determines that a member should be expelled or suspended from membership in the Guild, the president, or such other officer as may be designated by the board, shall provide 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 president, or such other officer as may be designated by the board, in response to the notice received within such 20 day period. In the event that no written submissions are received by the president, the president, 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 Guild. 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 20 days from the date of 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 Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal brought by a member may include nominations for the election of directors if the proposal is signed by 15 or more members entitled to vote at the meeting at which the proposal is to be presented.

18. Members' Meeting

Meetings of members of the Guild shall be held the third Wednesday of every month, except July and August, unless otherwise notified.

The Toronto Knitters Frolic shall be held the last weekend of April each year.

The Annual Members' Meeting shall be in May of each year, and the date shall be published at least one month in advance on the guild's website and in the newsletter.

Meetings of members may be held at any place within Ontario, as determined by the board.

19. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 15 members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

20. 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 majority of the votes cast on the question. The chair of the meeting shall not vote on any motion, except in the case of an equality of votes either on a show of hands or on a ballot or, if permitted, on the results of electronic voting, when the chair shall be permitted to cast the deciding vote.

21. Participation by Electronic Means at Members' Meetings

If the Guild chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Any person participating in a meeting of members who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Guild has made available for that purpose.

22. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Guild call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

PART III – DIRECTORS AND OFFICERS

23. Number of Directors

The number of directors, within the range of a minimum of five and a maximum of twelve or such other minimum and maximum numbers as may be established in accordance with the Act, shall be determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. The minimum number of directors may not be fewer than five.

Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors if they see fit to do so, in accordance with the articles of the Guild. Otherwise, such vacancy shall be filled at the next annual meeting of members at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining director or directors shall call a meeting of the members to fill the vacancy.

All directors must be members in good standing through their term of office.

24. No Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of director's duties.

25. Term of Office of Directors

Each director shall be elected for a term of two years, until the second annual meeting of members after he or she was elected or appointed. If at the end of the term, new directors are not elected, incumbent directors may continue in office until their successors are elected. Directors may serve three consecutive terms in office, after which they must step down from the board for at least one year.

Should a vacancy occur on the board during the term of office, the board may appoint one or more additional directors, who are Members in Good Standing, and who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of Members.

26. Meetings of Board of Directors

Meetings of the board may be called by the chair of the board or any two other directors at any time. There shall be at least six meetings per year of the board of directors. The board of directors may invite members or non-members of the Guild to attend and participate in the meetings of board of directors at their discretion, provided however that invited guests shall not make or second motions or vote on any resolution.

27. Notice of Meeting of Board of Directors

Meetings of the board of directors maybe held at anytime and place to be determined by the directors, provided that 5 days notice of such meeting shall be given. Notice of meeting may be given to the directors in writing via e-mail or verbally, by telephone or in person.

28. 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. The chair of the meeting shall not vote on any motion, except in the case of an equality of votes, when the chair of the meeting shall be permitted to cast the deciding vote.

29. Validity of Signed Resolutions

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every resolution passed by signature shall be kept with the minutes of the meetings of directors.

30. 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.

31. Nominations Committee

A nominations committee will be appointed by the board of directors. The nominations committee shall be chaired by the past-president or other member of the board, as required, and shall include two additional persons from the membership. The nominations committee shall accept nominations and prepare a slate of board nominees. This slate shall be presented to the secretary and then will be presented to the membership and voted on during the annual meeting of members.

Nominations shall proceed based on the following Guidelines:

- a. Only members in good standing are eligible;
- b. No member shall be nominated as a candidate unless the member's consent to serve in office has been obtained; and
- c. Whenever two or more persons are nominated for an office, the voting shall be by ballot, with the returning officer appointed by the nominations committee.

32. Appointment of Officers

The board may designate the offices of the Guild, appoint officers on an 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 Guild. A director may be appointed to any office of the Guild, and unless otherwise provided, an officer shall be a director. One person may hold more than one office, with the exception of the president.

33. Description of Officers

The officers of the Guild shall have the following duties and powers associated with their positions:

- a. *President* – The president shall be a director and shall serve as the chair of the board. The president, shall, when present, preside at all meetings of the board of directors and of the members. The president shall have such other duties and powers as the board may specify.
- b. *Past-President* – The past-president shall, where a nominations committee is appointed, chair the nominations committee. The past-president shall assist the president with updating documentation pertaining to the year in which the past-president held the office of president.
- c. *Vice President* – The vice president shall, in the absence of the president, perform the president's duties. The vice president shall be responsible for securing the facilities required for the Guild to hold its annual general meetings and facilitate the appearance of guest speakers at members' meetings. The vice president shall have such other duties and powers as the board may specify.
- d. *Secretary* – The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Guild's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; and the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Guild.
- e. *Treasurer* – The treasurer shall have the custody of the funds and securities of the Guild and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Guild in the books belonging to the Guild and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Guild in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the board of directors, from time to time. The treasurer shall disburse the funds of the Guild as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Guild. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.
- f. *Registrar* – The registrar shall oversee the provision of Guild Services to the membership. The registrar shall be responsible for the following: maintaining a record of membership and retaining required member and guest documentation; engaging in the recruitment and retention of members; responding to requests for membership information; and ensuring that all collected membership and guest fees are submitted in a timely fashion to the treasurer.

The board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer, and may create other officer roles as may be required. The powers and duties of all other officers of the Guild shall be such as the terms of their engagement call for or the board or president requires of them. The board may implement any such policies concerning the duties of the board and the offices.

34. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Guild. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment), or
- d. such officer's death.

If the office of any officer of the Guild shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

35. Duty of Care for Directors and Officers

Every director and officer of the Guild in exercising their powers and discharging their duties shall:

- a. act honestly and in good faith with a view to the best interests of the Guild; and
- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every director and officer of the Guild shall comply with the Act, and the articles and the by-laws of the Guild.

36. Indemnification

Every director and officer of the Guild or other person who has undertaken or is about to undertake any liability on behalf of the Guild and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Guild from and against:

- a. all costs, charges, and expenses whatsoever that he or she sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her in or about the execution of the duties of office or in respect of any such liability; and

- b. all other costs, charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Guild, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

Subject to the availability of coverage and the approval of the board for the costs involved, the Guild shall purchase and maintain insurance to cover the indemnification set out in the by-laws.

PART IV – VALIDITY AND EFFECTIVE DATE

37. 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.

38. 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 Guild 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.

39. By-law Amendments and Repeals

Changes to the by-law require a special resolution passed by the members and are only effective when confirmed by the members by special resolution.

ENACTED by the Directors of the Guild this 29th day of August, 2019.

APPROVED by Special Resolution of the Members of the Guild this _____ day of _____, 2019.