



General By-Law No 2 of The 519

This General By-Law No 2 of The 519 (“The By-Law”), which replaces “The Board of Management By-Laws (Constitution), 2010” is drafted using plain language. Any future amendments or replacements should be guided by the same principle.

ARTICLE 1

INTERPRETATION—GENERAL, DEFINITIONS, HIERARCHY OF AUTHORITIES, INTERPRETATION OF THE 519 GOVERNING DOCUMENTS

1) Interpretation-General

In this By-Law:

- a) The By-Law shall always be interpreted in harmony with the goals of The 519 and in harmony with the City of Toronto Act, The Toronto Municipal Code and applicable City by-laws, The COT-AOCC Relationship Framework, and other City of Toronto policies.
- b) Words in the singular include the plural and vice-versa.
- c) Use of the word “or” means one, some, or all of the possibilities of that provision, unless it is otherwise clear from the context.
- d) Use of the word “including” is not limiting to the possibilities of that provision.
- e) The bold headings and italicized introductions are included for reference purposes only. They do not form part of the By-Law, and they are not intended to modify the text of the By-Law itself.



2) Definitions

The following definitions apply to this By-Law and to Board Resolutions and policies, unless context requires otherwise:

- a) "519 Employee" means a City Employee employed to work at The 519.
- b) "Catchment" means the area bounded by Bay, Bloor/Danforth, the Don Valley, and the railway lands south of The Esplanade.
- c) "Catchment Member" means a Member that resides in the Catchment and therefore has voting rights.
- d) "City of Toronto Act" means *City of Toronto Act, 2006, S.O. 2006, c. 11, Sched. A*, including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- e) "The Board" means the Board of Management of The 519 Church Street Community Centre.
- f) "Board member" means an individual appointed to the Board by the City to govern the affairs of The 519 after those individuals are recommended for appointment through an election by Catchment Members. When referring to a member of the Board, the word 'member' is not capitalized, to distinguish it from a Member of The 519.
- g) "Board policy" means a policy passed by The 519's Board, which sets standards for operational oversight; standards for self-governance including Board procedure; and/or defines the Board's relationship to its Executive Director.
- h) "By-Law" means this *General By-Law No 2 of The 519*, as amended, and which has not been repealed. For further clarity, The Relationship Framework requires each community centre board to pass a 'Procedure by-law.' In the case of The 519, its 'Procedural by-law' is this *General By-Law No 2 of The 519*.
- i) "City" means The City of Toronto.



- j) "City Employee" means a person employed by the City of Toronto, including 519 Employees.
- k) "Individual" means a human person.
- l) "Members' Meeting" includes an Annual Meeting or a Special Meeting of the Membership, duly called.
- m) "Member" if used without specificity means both Catchment Members and Non-Catchment Members of The 519. In this context, the word 'Member' is always capitalized.
- n) "Non-Catchment Member" means a Member that does not reside in The 519's Catchment.
- o) "Ordinary Resolution" means a resolution passed by not less than 50% plus 1 of the votes cast on that resolution.
- p) "The 519" means The 519 Church Street Community Centre.
- q) "*The Relationship Framework*" or the "*COT-AOCC Relationship Framework*" means *The Relationship Framework for The City of Toronto and The Boards of Management for Association of Community Centres* including the Board of The 519 Church Street Community Centre.
- r) "Special Resolution" means a resolution passed by not less than two-thirds (2/3) of the votes cast on that Special Resolution.
- s) "Toronto Municipal Code" means the compilation of City by-laws forming the current City municipal code and includes by-laws of the former City of Toronto where applicable and still in force.

3) Hierarchy of Authorities

The Board acts in accordance with the authority delegated to it by the City of Toronto. This By-Law was written in accordance with that delegated authority. The 519 will act in accordance with all applicable decisions of City Council.



4) Interpretation of The 519 Governing Documents

The 519 has a variety of documents which describe its operations. In the event of an inconsistency between these documents, a document appearing higher on this list shall be followed instead of the document appearing lower on the list:

- a) An Ordinary Resolution passed in accordance with this By-Law to amend this *General By-Law No 2 of The 519*;
- b) *This General By-Law No 2 of The 519*;
- c) Any other Ordinary Resolution passed by the Board;
- d) The 519's Governance Manual, or Board policies if stored outside of the Governance Manual;
- e) An operational policy, rule or practice of The 519 that been formally adopted by Ordinary Resolution of the Board; and
- f) An operational policy, rule or practice of The 519 that has not been formally adopted by Ordinary Resolution of the Board.

ARTICLE 2

NAME OF ORGANIZATION

- 1) The name of the organization is 'The 519 Church Street Community Centre' (hereinafter called "The 519").

ARTICLE 3

GOVERNANCE FRAMEWORK

- 1) The 519's Board is a city board and local board of the City of Toronto continued under the authority of section 141 of the *City of Toronto Act*, former *City of Toronto Municipal Code Chapter 25, Community and Recreation Centres*, and former *City of Toronto by-law No. 263-75*.



For the sake of clarity, The 519 is not incorporated as a not-for-profit organization under Ontario's *Not-for-Profit Corporations Act (2010)* or the Canada *Not-for-Profit Corporations Act (2010)*.

The 519 is a community centre that provides a range of programs and services for the local community as well as the broader 2SLGBTQ+ communities of common interest.

The 519's governance model is a hybrid. The administration of the Board's core activities is treated like a City Board's. The Board is subject to City rules, but governs the program component of The 519 like an independent not-for-profit community-based organization. The 519's program component is primarily the responsibility of the local community—as represented by its local Board.

The 519 recognizes that we operate on Indigenous lands within a colonial governance framework. We are committed to a process of reconciliation with Indigenous peoples and communities, and finding, wherever possible, less colonial ways of governance.

- 2) The relationship between The 519 and the City of Toronto is detailed in the *COT-AOCC Relationship Framework (September 2006)*. The *Relationship Framework* sets out some of the delegated authorities of The 519 including: i) the authorities, limits, and obligations of The 519 and its Board including procedures governing Board meetings; ii) the relationship of 519 Employees to the City; and iii) other authorities and requirements defined by the City of Toronto.
- 3) This By-Law serves as the procedure by-law for The 519 and describes the way the Board exercises its governance and oversight of The 519's operations within its delegated authorities.
- 4) This *General By-Law No 2 of The 519* and any amendments to it will be filed with the City of Toronto under sub-section 189(2) of the *City of Toronto Act*. The governance framework of this By-Law is supplemented by Board policies, passed and amended from time to time by the Board.



ARTICLE 4

OBJECTIVES

- 1) The objective of the organization will be to maintain, manage and operate the land and building at 519 Church Street in the City of Toronto as a City of Toronto agency, one that provides programs and services for neighbourhood residents within the Catchment, and the broader 2SLGBTQ+ community.

ARTICLE 5

MEMBERSHIP

- 1) Eligibility for Catchment Membership

- a) All individuals who comply with The 519's by-laws and policies, and whose principal residence is within the Catchment, shall be eligible to become Catchment Members of The 519. However, 519 Employees are not eligible to become Catchment Members even if they reside in the Catchment, due to the potential for conflict of interest.

- 2) Non-Catchment Membership

- a) All Individuals who comply with The 519's by-laws and policies, and who reside outside the Catchment, are eligible to become Non-Catchment Members of The 519. However, 519 Employees are not eligible to become Non-Catchment Members due to the potential for conflict of interest.

- 3) Membership Fees

- a) The Board may, from time to time, establish Membership fees for both Catchment and Non-Catchment Members and shall ensure the maintenance of up-to-date records of all Catchment and Non-Catchment Members in good standing, including maintaining evidence of Member application or renewal.



4) Suspension or Cancellation of Membership

The 519 has the authority to suspend or cancel Catchment or non-Catchment Membership for the following reasons:

- a) Failure to pay any fee(s) required by the Member;
- b) Violations of any provision of the By-Law of The 519;
- c) Violations of any policy of The 519;
- d) Failure to maintain any qualifications for Membership described in Article 5, Section 1 of this By-Law.

5) Commitment and Responsibilities of Catchment and Non-Catchment Members

- a) As part of an application or renewal for Membership of The 519, all Members shall commit to a) provide truthful and accurate information on any application or renewal form, and b) adhere to the By-Law, decisions and policies of The 519.

6) Benefits of Membership

The Members of The 519 shall have the following benefits:

- a) Catchment Members only:
 - i) Vote in the election of any individual to be recommended to the City for appointment to the Board of The 519;
 - ii) Call a Special Meeting for the purpose of voting to request that the City revoke a Board member's appointment if the requirements for calling such a Special Meeting are met as per Article 6, Section 4;
 - iii) Count towards quorum at a Special Meeting for the purpose of voting to request that the City revoke a Board member's appointment; and
 - iv) Vote on a motion to request that the City revoke a Board member's appointment at Special Meeting duly called for such a purpose.
- b) Catchment and Non-Catchment Members:



- i) Count towards quorum at Annual and Special Meetings of the Membership (except a Special Meeting for the purpose of voting to request that the City revoke a Board member's appointment, where only Catchment Members count towards quorum);
- ii) Vote on matters properly brought to an Annual or Special Meeting, as long as that matter is not to request the City to revoke a Board member's appointment, in which case only Catchment Members may vote;
- iii) Vote on recommended amendments to the By-Law;
- iv) Discuss any matter properly brought before the Membership at an Annual Meeting or a Special meeting;
- v) Sit on a Standing or Ad Hoc Committee of the Board, if appointed by the Board. In these circumstances, non-Board appointees give advice on matters brought before the committee.

7) Term of Membership and Membership Renewal

- a) The Board will establish the term of Membership for Catchment Members and Non-Catchment Members which will be no longer than one calendar year.
- b) The Board will establish an annual process to inform current Catchment and Non-Catchment Members of their Membership expiry and the option to renew their Membership at least sixty (60) days before the Annual Meeting.
- c) There is no limit on the number of years an individual may be a Catchment or Non-Catchment Member, provided they meet the conditions as outlined in Article 5.

8) Termination of Catchment or Non-Catchment Membership of The 519

The Membership of a Catchment or Non-Catchment Member The 519 is terminated when:

- a) The Member dies;
- b) A Member fails to maintain any qualifications for Membership described in Article 5, Section 1 or Section 2 of this By-Law;
- c) The Member fails to pay the required fee(s) for Membership;



- d) The Member resigns by delivering a written resignation to the Board Chair, in which case such resignation shall be effective on the date specified in the resignation, or if there is no resignation date specified, on the date the resignation is received by The 519;
- e) The Member's Membership is cancelled by the Board in accordance with Article 5, Section 4 of this By-Law; or
- f) The Member's term of Membership expires and is not renewed.

ARTICLE 6

MEETINGS OF THE MEMBERSHIP

1) Annual Meeting

There will be an Annual Meeting of the Membership each calendar year.

2) Notice of Annual Meeting

- a) Notice of the Annual Meeting shall be given at least thirty (30) days in advance of the date of the Annual Meeting.
- b) The notice shall include no less than the following:
 - i) The date, time and location of the Annual Meeting—physical or electronic;
 - ii) The agenda for the Annual Meeting, including:
 - (1) The annual report of the Board or where it can be found to be read;
 - (2) Any proposed amendments to this By-Law to be considered at the Annual Meeting;
 - iii) The last date by which an individual may submit an application to be considered in the nomination process for Board members to be elected at the Annual Meeting;
 - iv) Instructions on where individuals can submit comments or ask questions about the Annual Meeting agenda, and/or about attending the Annual Meeting.



3) The Purpose of the Annual Meeting shall be to:

- a) Receive reports on the work of The 519;
- b) Elect the nominated individuals to be recommended to City Council for appointment to the Board of The 519;
- c) Receive the annual audited financial statements; and
- d) Conduct all other business that may properly come before the meeting.

4) Special Meetings

- a) A Special Meeting of the Catchment and Non-Catchment Members shall be called upon:
 - i) A motion passed by the Board to call a Special Meeting;
 - ii) Submission to the Board of a request for a Special Meeting signed by two-thirds of the Catchment Members, stating the purpose of the proposed meeting; and
 - iii) The purpose of the meeting is deemed by The 519 and the City to comply with the Relationship Framework or other policies of the City.
- b) Provided that the requirements in Section 4) a) are met, a Special Meeting duly requested by Catchment Members shall be held not later than sixty days after the date the request is submitted to the Board.

5) Notice of Special Meeting

Notice of a Special Meeting shall be given at least seven days in advance of the proposed date of the meeting, and shall state the date, time, location—physical, or electronic—and purpose of the meeting.

6) Quorum for Meetings of the Membership

- a) The presence of eleven (11) Catchment Members, present in person or participating virtually/ electronically if such participation is permitted as indicated in the notice, shall constitute a quorum at any duly called meeting of the Membership.



- b) If a meeting fails to reach quorum within 60 minutes of the announced start time, that meeting shall be adjourned to a day determined by the Chair of the Board.

7) Votes at Meetings of the Membership

- a) At any meeting of the Members, the following people are entitled to cast a vote:
 - i) Members with a valid membership who are present in person or participating virtually/electronically if such participation is permitted in the notice for the meeting; and
 - ii) Members with the type of Membership eligible to vote on the matter per Article 5, Section 6.
- b) Each Member shall have one vote. There is no proxy vote.
- c) Members who have let their Membership expire and have not renewed their Membership at least thirty days prior to the date of the meeting shall not be entitled to vote.
- d) New Members who have not obtained their Membership at least thirty days prior to the date of the meeting shall not be entitled to vote.
- e) Matters considered at any Annual or Special Meeting shall be decided by Ordinary Resolution except in the case of the following, which shall be decided by Special Resolution:
 - i) a recommendation to the City that a Board member's appointment be revoked;
 - ii) an amendment to Article 3, Section 1 of this By-Law; and
 - iii) any other matter that in Board policy requires a Special resolution.

8) Manner of Holding an Annual Meeting or Special Meeting

At the direction of the Board:

- a) An Annual Meeting or Special Meeting of the Membership may be:



- i) Held physically without electronic participation;
 - ii) Held virtually/electronically; or
 - iii) Held physically and also allow for virtual/electronic participation.
- b) The Chair of Annual or Special Meetings shall be the Chair of the Board or, if the Chair is not present or the Chair declares a conflict of interest, any other Officer of the Board. In the event that there is no Officer present, those Board members present will choose a Board member to chair the meeting.
- c) The Chair of any Annual or Special Meeting may, by Ordinary Resolution recess the meeting to another date and time and location, without additional notice to the Members. Any business that could have been decided at the first meeting can be decided when the meeting reconvenes.

ARTICLE 7

THE BOARD OF THE 519

- 1) Composition, Voting Rights and Membership Status of members of the Board
- a) The Board shall be composed of:
 - i) Eleven people elected by the Catchment Members and subsequently appointed by the City; and
 - ii) The City Councillor of Ward 13—Toronto Centre, who shall be an *ex-officio* voting Board member;
 - b) A majority of Board members excluding the Ward 13 Councillor must be residents in the Catchment.
 - c) All people elected to and subsequently appointed to the Board by the City may vote on all matters presented to the Board.
 - d) If an individual appointed to the Board by the City is not already a Member of The 519 at the time of appointment, that person will be deemed to be either a Catchment Member or Non-Catchment Member according to their location



of residence and are required to comply with the Membership commitment and responsibilities in Article 5, Section 5.

- e) A Board member's Membership in The 519 can nevertheless be cancelled by an Ordinary Resolution of the Board in accordance with Article 5, Section 4 of this By-Law, even if the Board member's appointment has not been revoked by City Council.

2) The Governance and Management of The 519

- a) The Board shall govern The 519 in accordance with the *Relationship Framework*, former *Toronto Municipal Code Chapter 25* and all other applicable law and applicable City rules, procedures and policies.
- b) The Board may delegate the management, operations and programming of The 519 to 519 Employees, and may set standards for that management, operation and programming in Board Policies.
- c) No Board member shall receive remuneration for serving on the Board.
- d) A Board member may be reimbursed for reasonable expenses incurred in performing their duties in accordance with the *Relationship Framework*.
- e) By Ordinary Resolution, the Board may adopt, amend or repeal Board Policies that are consistent with this By-Law. Any Policy adopted by the Board shall continue to have force and effect until amended, repealed or replaced by a subsequent Ordinary Resolution of the Board.

3) Nominations and Elections of the Board

- a) Majority of the Board will be Catchment Members: A majority of Board members excluding the Ward 13 Councillor must be residents in the Catchment. Vacancies for Board positions are declared as part of the Nominations process and include eligibility requirements related to Catchment residency.
- b) Additional Eligibility: Any Catchment Member or Non-Catchment Member of The 519 who meets the requirements below is eligible to be nominated for



the Board and stand for election and subsequent appointment to the Board if that person:

- i) Has attained the age of eighteen years by the date of the Annual Meeting;
 - ii) Is a resident of the City of Toronto;
 - iii) Applies to become a Board member and completes the Nominations process;
 - iv) Is not a current or former 519 Employee (within the previous 24-month period) from the date of Board elections; and
 - v) Meets any other qualifications set out in the *Relationship Framework* and/or applicable 519/City policies.
- c) A Nominations Committee will be composed of at least three Board members appointed by the Board. The Nominations Committee is responsible to establish timelines, communicate the process and manage the process to receive, review and recommend eligible candidates to the Board for election at the Annual Meeting. The Nominations Committee may also manage mid-term vacancies, subject to the Board's decision.
- d) Setting of Timelines and Dates for the Nominations and Elections Process: Every year, the Nominations Committee will set:
- i) Timelines for informing the community and Members about the process for nominations;
 - ii) The deadline for nominations applications; and
 - iii) The date of completion of the nominations process.
- e) Deadline and Responsibility for Informing the Community and Members about Key Dates and Timelines: At least twenty-eight days in advance of the deadline for nominations, The 519 will inform its Members and the community of:
- i) The procedure and deadline to submit a person's nomination for election and subsequent appointment to the Board;
 - ii) Board eligibility requirements; and
 - iii) The number of positions on the Board that will be filled by the election.
- f) Submission of Nominations and Screening for Eligibility: Members must submit nominations for the position of Board member to the Nominations



Committee no later than the deadline for nominations set by the Nominations Committee in its notice.

- g) After the deadline for nominations has passed, the Nominations Committee will screen nominations to ensure compliance with the eligibility requirements.
- h) Deadline for Completion of the Nominations Process and Informing Members and the Community: At least ten days before the Annual Meeting, the Nominations Committee will inform the community and 519 Members of the eligible candidates that will be standing for election and subsequent appointment to the Board. They will provide this information through public communication.
- i) Elections:
 - i) The elections will be conducted by secret ballot at the Annual Meeting.
 - ii) Each Catchment Member present in person at the Annual Meeting or participating virtually/electronically if such participation is permitted in the notice for the Annual Meeting shall be entitled to one vote, with no proxy votes permitted.
 - iii) The Board shall ensure the appointment of an elections Scrutineer to tally the votes.
 - iv) The Board-appointed Scrutineer(s) will tally the votes and rank the nominees in accordance with who received the highest number of votes for the designated vacancies, prioritizing Catchment candidates until a majority of the Board are Catchment Members. Based on the number of positions on the Board that will be filled by the election, the Scrutineer will declare the same number of top-ranked nominees to be successfully elected.
 - v) The Board shall ensure that the Executive Director presents the successfully-elected nominees for the City to consider appointment(s) to fill the number of vacancies on the Board.

4) Term of Office and Term Limits

- a) The term of office for a Board member shall be determined by the City and be no longer than four years. Board member may be eligible for re-election



and subsequent reappointment, but no Board member may serve for more than eight years over their lifetime.

- b) Unless their appointment is revoked by the City, a Board member shall retain office, if they so agree, until the dissolution or adjournment of the meeting at which their successor is appointed, even if this period extends beyond the term of their initial appointment.
- c) Whenever possible the Board terms shall be staggered to ensure a balance between Board renewal and Board continuity.

5) Vacancy on the Board

- a) A vacancy on the Board may be declared upon:
 - i) The death of a Board member;
 - ii) The resignation of a Board member;
 - iii) The revocation of a Board member's appointment by the City;
 - iv) The Board member ceases or fails to meet the eligibility requirements for membership on the Board;
 - v) Three consecutive absences from regular monthly Board meetings by a Board member without being authorized to do so by an Ordinary Resolution of the Board; or
 - vi) Any other criterion for the seat becoming vacant under the *City of Toronto Act* being met.
- b) In the event of a vacancy on the Board, the Board will notify the City as soon as possible. Board members then in office may by Ordinary Resolution nominate any eligible individual to fill the vacancy, in which case the individual, once appointed by the City to fill the vacancy, will hold office either until the next Annual Meeting, or for the remainder of the term of the individual they replaced, without standing for election, as permitted under section 209 of the *City of Toronto Act, 2006*.
- c) Any period served filling a Board vacancy will count as time towards that person's eight-year lifetime limit on Board service.



6) Recommendation for Revocation of Appointment of a Board member

- a) A Board member may recommend the revocation of another Board member's appointment by motion at a Board meeting if the Board member has violated this By-law or the policies of The 519. Such a motion may be adopted by a Special Resolution of the Board.
- b) Any Catchment Member may call a Special Meeting of the membership to recommend the revocation of a Board member's appointment in accordance with Article 6. A recommendation for the revocation of a Board member's appointment may be adopted by Catchment Members by a Special Resolution at a Special Meeting of the Membership so called.
- c) The Board will advise the City of any recommendation for removal under this section as soon as possible after its adoption.
- d) The Board member whose appointment may be revoked will be afforded an opportunity to be heard in person, or in writing at either the Board meeting or Special Meeting where the revocation is to be considered.

7) Meetings of the Board

- a) The Board will hold at least six meetings each calendar year.
- b) The Board will establish an annual meeting schedule at the first Board meeting following the Annual Meeting.
- c) The Board will publish the schedule following its approval.
- d) Where four or more Board members submit a request to the Chair, the Board will hold an extra Board Meeting within 30 days of the Chair's receipt of the request.
- e) Written public notice of every Board Meeting shall be published at least seven days prior to the date of the meeting and posted at The 519 in a conspicuous place. The notice shall include no less than the following:
 - i) The date, time and location of the Board Meeting—physical or electronic;
 - ii) The agenda for the Board Meeting;



- iii) Instructions on where individuals can submit comments or ask questions about the Board Meeting agenda, and/or about attending the Board Meeting.
- f) In the case than an extra Board Meeting is held that was not on the published annual meeting schedule, notice shall also be delivered to each Board member.
- g) The Board Secretary in consultation with the Executive Director shall ensure that designated staff prepare minutes of each Board Meeting which include:
 - i) All decisions and other proceedings;
 - ii) The names of all Board Members attending and absent;
 - iii) For recorded votes, a record of the way each Board Member present voted for every motion; and
 - iv) A record of Board Members, if any, who declared a conflict of interest and the reason for the conflict of interest.
- h) The Board Secretary will ensure that the Executive Director (or designate) share a copy of the draft minutes with the Board Secretary for review. Once reviewed by the Secretary, the draft minutes will be circulated to the Board.
- i) The Board will consider the draft minutes of the Board Meeting at the next regular Board Meeting for Board Members to either adopt or amend the minutes for public record.
- j) As a local board of the City, meetings of the Board must be open to the public, as required by section 190 of the *City of Toronto Act*.
- k) A Board meeting or part of a meeting may be closed to the public where the subject matter being considered is a matter set out in section 190 of the *City of Toronto Act*, including:
 - i) The security of the property of the City or local board;
 - ii) Personal matters about an identifiable individual, including a city employee or a local board employee;
 - iii) A proposed or pending acquisition or disposition of land by the City or local board;
 - iv) Labour relations or employee negotiations;

- v) Litigation or potential litigation, including matters before administrative tribunals, affecting the City or local board;
 - vi) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - vii) A matter in respect of which the city council, board, committee or other body may hold a closed meeting under another Act;
 - viii) Information explicitly supplied in confidence to the City or local board by Canada, a province or territory or a Crown agency of any of them;
 - ix) A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the City or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
 - x) A trade secret or scientific, technical, commercial or financial information that belongs to the City or local board and has monetary value or potential monetary value; or
 - xi) A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the City or local board.
- l) Before holding a closed meeting, the Board will pass a motion to hold a closed meeting, stating:
- i) That the meeting or portion of the meeting is a closed meeting;
 - ii) The general nature of the matter the Board is considering at the closed meeting; and
 - iii) The reasons the matter requires a closed meeting.
- m) At the direction of the Chair, a Board Meeting may:
- i) Be held physically without electronic participation;
 - ii) Be held virtually/electronically; or
 - iii) Be held physically but also allow for virtual/electronic participation.

8) Quorum

Quorum is achieved when the number of currently appointed Board members present (in person or participating virtually/ electronically if such participation is permitted in the notice) divided by the number of currently appointed Board



members is greater than or equal to 50%. When calculating the total number of currently appointed Board members, the Councillor is not counted and neither are vacant positions. However, the Councillor, if present, may count towards achieving quorum.

9) Voting

- a) At all meetings of the Board, decisions are made according to a decision-making policy defined by the Board.
- b) Board members must be present at the meeting to exercise their vote. There is no proxy vote.
- c) Each Board member has a single vote on all matters before the Board; and
- d) Unless this By-Law specifies otherwise, a matter passed by an Ordinary Resolution is adopted the Board. The motion fails in the event of a tied vote.

ARTICLE 8

OFFICERS OF THE BOARD

1) The Officers of the Board

- a) The Board will elect Officers at its first meeting following the Annual Meeting.
- b) The Officers of the Board shall be Chair, Vice-Chair, Treasurer and Secretary.
- c) The Board may, through Board policy, establish other Officers as it deems necessary, and shall prescribe the powers and duties of such Officers.
- d) Officers of the Board are appointed for terms of two years.

2) Vacancy

- a) Vacancy in an Officer position shall be declared upon:
 - i) The death of an Officer;



- ii) The resignation of an Officer;
- iii) The removal of an Officer by Ordinary Resolution of the Board;
- iv) The revocation of an Officer's appointment to the Board by the City;
- v) The event an Officer is no longer a Board member.

b) In the event an Officer position becomes vacant, the Board may appoint any other Board member, except as provided for in Section 1) of this Article, to fill a vacant Officer position, and the Board member so appointed shall hold office for the balance of the term of the Officer whose departure created the vacancy.

3) Removal from Office

The Board may remove any individual from an Officer position at any time by Ordinary Resolution of the Board.

4) Duties of Officers

The Board may set policies outlining the duties of the Officers by Ordinary Resolution.

ARTICLE 9

COMMITTEES

1) Power to Create and Dissolve Committees

The Board shall have the authority to create or dissolve Standing Committees and Ad Hoc Committees.

2) Standing Committee Membership

- a) All Standing Committees shall be chaired by a Board member who is appointed as Committee Chair by Ordinary Resolution of the Board.
- b) All Standing Committees shall be composed of at least two Board members, and if Committee terms of reference permit it, other Board-appointed members including Members of The 519, or other individuals.



3) All Standing Committees shall:

- a) Operate according to terms of reference approved by the Board, which shall be clear about delegated duties;
- b) Report activities and recommendations to the Board.

4) Ad Hoc Committees

Ad Hoc Committees established by the Board will have such duties and powers assigned to them by the Board and will operate for such length of time as the Board shall determine from time to time.

5) Meetings of Committees

Meetings of Board Committees shall proceed in the same manner as Board meetings as described in Article 7.

6) Quorum

Quorum is a minimum of two appointed Board members. The Board may approve additional quorum requirements in Committee terms of reference.

ARTICLE 10

HIRING EMPLOYEES

- 1) The Board may hire Employees in accordance with a hiring policy adopted and maintained in accordance with subsection 212(2) of the *City of Toronto Act*.

ARTICLE 11

SIGNING AUTHORITY, EXECUTION OF DOCUMENTS, AND FISCAL YEAR



1) Policies to meet Board Standards or Approval

- a) The 519 shall adopt and maintain policies, which cover:
 - i) The procurement of goods and services;
 - ii) Signing authorities;
 - iii) Cheque and electronic funds transfer authorities;
 - iv) Authority to conduct other banking transactions; and
 - v) Authority to conduct transactions related to investments.
- b) These policies shall consider and be aligned with the City's by-laws and policies covering these areas.
- c) If the Board has approved a matter or action in respect of which a document must be signed on behalf of the Board, designated Officers of the Board are authorised and directed to sign all necessary documents to carry out the Board's approval in accordance with policy.

2) Financial Year

The fiscal year of The 519 shall align with the City's fiscal year.

ARTICLE 12

MISCELLANEOUS

1) Failure to Give Notice

The Board will use reasonable efforts to satisfy the notice provisions set out in this By-Law. Failure to satisfy any of the notice provisions contained in this section does not invalidate the meeting or any proceeding at the meeting.

2) Waiver of rules

- a) The Board may by Special Resolution waive a rule or section in this By-Law on a one-time basis. Rules or Sections that cannot be waived include:
 - i) Notice of Annual Meetings, or Special Meetings;



- ii) Changes to this By-Law;
- iii) Quorum for Board Meetings, Annual Meetings or Special Meetings;
- iv) Rules regarding Board Meetings closed to the public; and
- v) The requirement that a Special Resolution be required to waive rules in this By-Law.

3) Procedures not Provided in this By-Law

Any procedure for which rules have not been provided in this By-Law will be decided by the Chair of a meeting as far as reasonably possible in accordance with the rules of City of Toronto Council.

ARTICLE 13

AMENDMENTS TO THIS BY-LAW

1) General

This By-Law may be amended or repealed (a “change”) only by following one of the two procedures outlined below:

- a) The Board adopting an Ordinary Resolution to change the By-Law, followed by the Members adopting the change by Ordinary Resolution at the earlier of an Annual Meeting or the next Special Meeting called by the Members or by the Board.
- b) The Members adopting an Ordinary Resolution to change the By-Law at an Annual Meeting or Special Meeting duly called by the Members or by the Board, as per Article 6, Sections 2) or Article 6, Sections 4) and 5).

2) Notice

This By-Law will only be amended or repealed if notice of the intention to amend or repeal this By-Law is contained in the Notice for the meeting at which the matter is to be voted upon.



3) Procedures

A Member may propose to amend, or repeal this By-Law at a duly called Annual or Special Meeting in accordance with the following procedures:

- a) Proposed text amendments must be received in writing in electronic form;
- b) The proposed amendments require a minimum of two current Catchment Members attesting to the recommended amendments;
- c) These proposed amendments must be sent to the Board Chair not less than 60 days prior to the scheduled Annual or Special Meeting; and
- d) Assuming the above requirements are met and the proposed amendments are deemed by The 519 and the City to comply with the Relationship Framework and other policies of the City, the Board Chair will include any such proposal on the Agenda for the Annual or Special Meeting.

ARTICLE 14

TRANSITIONAL TERMS

- 1) As of September 27, 2023, the *"519 Board of Management By-Laws/ (Constitution), dated April 2010, May 2016 Printing"* is repealed and replaced with this *"General By-Law No 2 of The 519"*.
- 2) All Board and Member's Resolutions will remain in effect except to the extent of inconsistency with this By-Law.

CERTIFIED to be *"General By-Law No. 2 of The 519"*, as enacted by the Board members of the Corporation by Special Resolution August 1, 2023 and confirmed by the Catchment Members of the Corporation by Special Resolution on September 27, 2023.