



PROPOSED NEW 519 BY-LAWS—A SIDE-BY-SIDE COMPARISON OF CURRENT VS NEW—FINAL DRAFT AT AUGUST 1 2023

Language in Current By-Law	Text in Proposed New By-Laws
<p>Title of document</p> <p><i>“The Board of Management By-Laws (Constitution)”</i></p>	<p>Title of document</p> <p><i>“General By-Law No 2 of The 519”</i></p>
<p>No current text</p>	<p style="text-align: center;">ARTICLE 1</p> <p>INTERPRETATION AND DEFINITIONS</p> <p><i>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.</i></p> <p><i>In this Section, we provide some interpretive keys and definitions.</i></p> <p>Interpretation</p> <p>1) In this By-Law:</p> <p>a) The By-Law shall always be interpreted in harmony with the goals of The 519 and in harmony with the <i>City of Toronto Act, The Toronto Municipal Code</i> and applicable City by-laws, <i>The COT-AOCC Relationship Framework</i>, and other City of Toronto policies.</p> <p>b) Words in the singular include the plural and vice-versa.</p> <p>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.</p> <p>d) Use of the word “including” is not limiting to the possibilities of that provision.</p> <p>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.</p>

Language in Current By-Law	Text in Proposed New By-Laws
<p>No current text</p>	<p>Definitions</p> <p>2) The following definitions apply to this By-Law and to Board Resolutions and policies, unless context requires otherwise:</p> <p>a) "519 Employee" means a City Employee employed to work at The 519.</p> <p>b) "Catchment" means the area bounded by Bay, Bloor/Danforth, the Don Valley, and the railway lands south of The Esplanade.</p> <p>c) "Catchment Member" means a Member that resides in the Catchment and therefore has voting rights.</p> <p>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.</p> <p>e) "The Board" means the Board of Management of The 519 Church Street Community Centre.</p> <p>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.</p> <p>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.</p> <p>h) "By-Law" means this <i>General By-Law No 2 of The 519</i>, as amended, and which has not been repealed. For further clarity, The <i>Relationship Framework</i> requires each community centre board to pass a 'Procedure by-law.' In the case of The 519, its 'Procedural by-law' is this <i>General By-Law No 2 of The 519</i>.</p> <p>i) "City" means The City of Toronto.</p> <p>j) "City Employee" means a person employed by the City of Toronto, including 519 Employees.</p> <p>k) "Individual" means a human person.</p> <p>l) "Members' Meeting" includes an Annual Meeting or a Special Meeting of the Membership, duly called.</p> <p>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.</p> <p>n) "Non-Catchment Member" means a Member that does not reside in The 519's Catchment.</p> <p>o) "Ordinary Resolution" means a resolution passed by not less than 50% plus 1 of the votes cast on that resolution.</p> <p>p) "The 519" means The 519 Church Street Community Centre.</p> <p>q) "<i>The Relationship Framework</i>" or the "<i>COT-AOCC Relationship Framework</i>" means <i>The Relationship Framework for The City of Toronto and The Boards of Management for Association of Community Centres</i> boards including the Board of The 519 Church Street Community Centre.</p> <p>r) "Special Resolution" means a resolution passed by not less than two-thirds (2/3) of the votes cast on that Special Resolution.</p> <p>s) "<i>Toronto Municipal Code</i>" 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.</p>

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No current text	
No current text	<p>HIERARCHY OF AUTHORITIES</p> <p>4) 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.</p>
No current text	<p>INTERPRETATION OF THE 519 GOVERNING DOCUMENTS</p> <p>5) 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:</p> <ul style="list-style-type: none"> i) An Ordinary Resolution passed in accordance with this By-Law to amend this <i>General By-Law No 2 of The 519</i>; ii) <i>This General By-Law No 2 of The 519</i>; iii) Any other Ordinary Resolution passed by the Board; iv) The 519's Governance Manual, or Board policies if stored outside of the Governance Manual; v) An operational policy, rule or practice of The 519 that been formally adopted by Ordinary Resolution of the Board; and vi) An operational policy, rule or practice of The 519 that has not been formally adopted by Ordinary Resolution of the Board.
<p style="text-align: center;">ARTICLE 1</p> <p>NAME OF ORGANIZATION The name of the organization is 'The 519 Church Street Community Centre' (hereinafter called "The 519").</p>	<p style="text-align: center;">ARTICLE 2</p> <p>NAME OF ORGANIZATION 1) The name of the organization is 'The 519 Church Street Community Centre' (hereinafter called "The 519").</p>

Language in Current By-Law	Text in Proposed New By-Laws
<p>BOARD OF MANAGEMENT CITY OF TORONTO GOVERNANCE CONTEXT</p> <p>The 519 is an Agency of the City of Toronto and established under the City of Toronto Act, Chapter 25 Community and Recreation Centres. The governance relationship between The 519 and the City of Toronto is established in the Relationship Framework between the City of Toronto and the Association of Community Centre’s Boards of Management¹. The Relationship Framework sets out the authorities, limits, and obligations of The 519, the Board of Management, the relationship of employees of The 519 to the City, and other various additional requirements defined by the City of Toronto. The following Board by-laws relate to The 519’s relationship with its Membership and do not supersede The 519’s obligations defined and amended from time to time by the City of Toronto.</p> <p>¹ See Clause 17, Report No. 7 of the Policy and Finance Committee as adopted by Council at its meeting on September 25, 26 and 27, 2006.</p>	<p style="text-align: center;">ARTICLE 3</p> <p>GOVERNANCE FRAMEWORK</p> <p>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 <i>City of Toronto Act</i>, former <i>City of Toronto Municipal Code Chapter 25</i>, Community and Recreation Centres, and former City of Toronto by-law No. 263-75.</p> <p>For the sake of clarity, The 519 is not incorporated as a not-for-profit organization under Ontario’s <i>Not-for-Profit Corporations Act (2010)</i> or the <i>Canada Not-for-Profit Corporations Act (2010)</i>.</p> <p>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.</p> <p>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.</p> <p>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.</p>
<p>No current text</p>	<p>2) The relationship between The 519 and the City of Toronto is detailed in the <i>COT-AOCC Relationship Framework</i> (September 2006). The <i>Relationship Framework</i> 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.</p>
<p>No current text</p>	<p>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.</p>
<p>No current text</p>	<p>4) This <i>General By-Law No 2 of The 519</i> and any amendments to it will be filed with the City of Toronto under sub-section 189(2) of the <i>City of Toronto Act</i>. The governance framework of this By-Law is supplemented by Board policies, passed and amended from time to time by the Board.</p>

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<p style="text-align: center;">ARTICLE II</p> <p>OBJECTS The object 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 non-profit community centre in accordance with the Relationship Framework between the City of Toronto and Association of Community Centres Boards of Management and providing community services in accordance with the following guidelines.</p> <p>a) All persons shall be welcome and encouraged to make full use of The 519, its facilities and services providing such use be subject to any and all by-laws and decisions by the Board of Directors;</p> <p>b) The 519 shall be community-oriented and controlled with priority given to residents of the catchment area bounded by Bloor, Bay, Gerrard and Parliament Streets.</p> <p>c) The 519 shall be multi-functional, with a wide range of programmes and services oriented toward satisfying the broadest spectrum of the social and recreational needs of the community while, at the same time, recognizing minority interests;</p> <p>d) The 519 shall be carried on without purpose of gain for its members.</p>	<p style="text-align: center;">ARTICLE 4</p> <p>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.</p> <p><i>Text deleted</i></p> <p><i>Text deleted</i></p> <p><i>Text deleted</i></p> <p><i>Text deleted</i></p>
<p style="text-align: center;">ARTICLE III</p> <p>MEMBERSHIP 1) <u>Eligibility for Membership</u> a) All persons shall be welcome and encouraged to become involved in The 519's programmes and services. All persons with principal residence within the catchment area bounded by Bloor, Bay, Gerrard and Parliament Streets shall be eligible to become members of The 519;</p> <p><i>Text moved down for purpose of comparison</i></p> <p>c) For the purpose of membership, “family” shall be interpreted as one or two adults and, when applicable, their dependents.</p> <p><i>This section appears out of order for comparison with the new proposed order</i></p> <p>4) <u>Associate Membership</u> a) All persons interested in The 519's programmes and activities, yet residing outside the catchment area, will be eligible to become associate members of The 519;</p> <p>b) Associate Members shall enjoy all the privileges and responsibilities of membership, except those of voting at Annual and Special Meetings of the Membership.</p> <p><i>Currently this is Section 1b) – This section appears out of order for comparison with the new proposed order</i></p> <p>b) The Board shall, from time to time, establish membership fees on an annual basis and shall provide for the issuance of membership cards and for the keeping of up to date records of members in good standing. Members whose membership has lapsed shall have a grace period of two months to renew membership without the loss of privileges.</p>	<p style="text-align: center;">ARTICLE 5</p> <p>MEMBERSHIP 1) <u>Eligibility for Catchment Membership</u> 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.</p> <p><i>Text deleted</i></p> <p><i>Text deleted</i></p> <p>2) <u>Non-Catchment Membership</u> 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.</p> <p><i>Text deleted</i></p> <p>3) <u>Membership Fees</u> 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.</p>

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<p><u>No current text</u></p>	<p>4) <u>Suspension or Cancellation of Membership</u> a) The 519 has the authority to suspend or cancel Catchment or non-Catchment Membership for the following reasons: i) Failure to pay any fee(s) required by the Member; ii) Violations of any provision of the By-Law of The 519; iii) Violations of any policy of The 519; iv) Failure to maintain any qualifications for Membership described in Article 5, Section 1 of this By-Law.</p>
<p><u>This section appears out of order for comparison with the new proposed order</u> 2) <u>Responsibilities of Membership</u> Acceptance of membership in the Community Centre shall bind the member to abide by Board by-laws and the decisions of the Board of Directors.</p>	<p>5) <u>Commitment and Responsibilities of Catchment and Non-Catchment Members</u> 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.</p>
<p><u>No current text</u> 3) <u>Privileges of Membership</u> The members of The 519 shall have the right to: a) attend and participate in all meetings held to discuss the management of The 519; b) vote in the election of individuals as Directors of The 519; c) vote on any and all matters brought before the members at the Annual Meeting and any special meeting subject to the processes and limitations set forth in this constitution; d) vote on matters brought before standing Committees of which they are members; e) receive rights and consideration offered to them by the various groups of programmes in The 519; f) periodically receive information about The 519 and its programmes.</p>	<p>6) <u>Benefits of Membership</u> 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;</p>

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	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.
No current text	<p>7) <u>Term of Membership and Membership Renewal</u></p> <p>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.</p> <p>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.</p> <p>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.</p>
No current text	<p>8) <u>Termination of Catchment or Non-Catchment Membership of The 519</u></p> <p>a) The Membership of a Catchment or Non-Catchment Member The 519 is terminated when:</p> <ul style="list-style-type: none"> i) The Member dies; ii) A Member fails to maintain any qualifications for Membership described in Article 5, Section 1 or Section 2 of this By-Law; iii) The Member fails to pay the required fee(s) for Membership; iv) 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; v) The Member's Membership is cancelled by the Board in accordance with Article 5, Section 4 of this By-Law; or vi) The Member's term of Membership expires and is not renewed.
<p style="text-align: center;">ARTICLE IV</p> <p>MEETINGS OF THE MEMBERSHIP</p> <p>1) <u>Annual Meeting</u> There will be an Annual Meeting of the membership on a date which shall be determined by the Board of Directors as soon as possible after September 1st each year, but which shall not be later than the last day of the month of September.</p>	<p style="text-align: center;">ARTICLE 6</p> <p>MEETINGS OF THE MEMBERSHIP</p> <p>1) <u>Annual Meeting</u> There will be an Annual Meeting of the Membership each calendar year.</p>
<p>2) <u>Notice of Annual Meeting</u> Notice of the Annual Meeting shall be given at least thirty (30) days in advance and in such manner to ensure that Members have reasonable opportunity to receive such notice. Notice of the meeting and agenda shall be posted in the community centre at least one week in advance of the meeting in accordance with City Council's policy on Public Meeting Provisions for City of Toronto Agencies, Boards and Commissions, as amended from time to time. The notice shall advise of no less than the following:</p>	<p>2) <u>Notice of Annual Meeting</u></p> <p>a) Notice of the Annual Meeting shall be given at least thirty (30) days in advance of the date of the Annual Meeting.</p> <p>b) The notice shall include no less than the following:</p> <ul style="list-style-type: none"> i) The date, time and location of the Annual Meeting—physical or electronic;

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<p>a) date, time and location of the meeting;</p> <p>b) availability of the annual report of the Board;</p> <p>c) last date for which nominations to the Board will be accepted;</p> <p>d) intent to propose any amendments to the Constitution;</p> <p>e) any other proposed business</p>	<p>ii) The agenda for the Annual Meeting, including</p> <p style="padding-left: 20px;">a) The annual report of the Board or where it can be found to be read;</p> <p style="padding-left: 20px;">b) Any proposed amendments to this By-Law to be considered at the Annual Meeting;</p> <p>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;</p> <p>iv) Instructions on where individuals can submit comments or ask questions about the Annual Meeting agenda, and/or about attending the Annual Meeting.</p>
<p>3) <u>The Purpose of the Annual Meeting shall be to:</u></p> <p>a) receive reports on the work of The 519 during the preceding year and on plans for the upcoming year;</p> <p>b) elect the nominated individuals to be recommended to Community Council and Council for appointment to the Board;</p> <p>c) transact all other business that may properly come before the meeting.</p>	<p>3) <u>The Purpose of the Annual Meeting shall be to:</u></p> <p>a) Receive reports on the work of The 519;</p> <p>b) Elect the nominated individuals to be recommended to City Council for appointment to the Board of The 519;</p> <p>c) Receive the annual audited financial statements; and</p> <p>d) Conduct all other business that may properly come before the meeting.</p>
<p>4) <u>Special Meetings</u></p> <p>A special meeting of the Membership shall be called upon:</p> <p>a) a motion passed by the Board of Directors to call a special meeting;</p> <p>b) submission to the Board of Directors of a request for a special meeting signed by twenty-five (25) Members stating the object of the proposed meeting. A special meeting so requested shall be held not later than one month after the date the request was submitted to the Board.</p>	<p>4) <u>Special Meetings</u></p> <p>a) A Special Meeting of the Catchment and Non-Catchment Members shall be called upon:</p> <p style="padding-left: 20px;">i) A motion passed by the Board to call a Special Meeting;</p> <p style="padding-left: 20px;">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</p> <p style="padding-left: 20px;">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.</p> <p>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.</p>
<p>5) <u>Notice of Special Meeting</u></p> <p>Notice of a special meeting shall be posted in a conspicuous place in The 519 and given in such other manner as the Board deems appropriate, at least seven (7) days in advance of the proposed date of the meeting, and shall state the date, time and location and purpose of the meeting.</p>	<p>5) <u>Notice of Special Meeting</u></p> <p>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.</p>
<p>6) <u>Quorum for Meetings of the Membership</u></p> <p>The presence of twenty-five (25) Members shall constitute a quorum at any meeting of the membership.</p>	<p>6) <u>Quorum for Meetings of the Membership</u></p> <p>a) The presence of eleven 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.</p> <p>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.</p>

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<p>7) <u>Votes at Meetings of the Membership</u> a) At any meeting of the Membership, only Members who have obtained their membership at least thirty (30) days prior to the date of the meeting shall be entitled to cast a vote.</p>	<p>7) <u>Votes at Meetings of the Membership</u> 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.</p>
<p>b) At any meeting of the Membership, all Members shall have one vote and such a vote shall be given personally and not proxy.</p>	<p><i>Text deleted—included in 7 b above.</i></p>
<p>c) Questions arising out of any Annual or special meeting shall be decided by a majority vote except in the case of a two-third majority required to remove a Director and to amend the Board By-Laws.</p>	<p>f) 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.</p>
<p>8) At the direction of the Chair: a) An Annual Meeting or special meeting of the Membership may be held during the period until one year following the later of the termination of the Provincial emergency or the termination of the municipal emergency related to COVID-19 where the Membership participate electronically and a physical meeting may not be held.</p>	<p>8) <u>Manner of Holding an Annual Meeting or Special Meeting</u> 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.</p>
<p>b) Where a meeting is being held in accordance with subsection a): i. notice of that meeting may not be posted at The 519, but will be posted on The 519’s website and the Membership will be additionally notified through electronic notice; ii. any Member participating in the meeting electronically will be deemed present for the purposes of quorum under section 6 and will have the right to vote where eligible under section 7; and iii. the By-Laws of The 519 will apply to the meeting, with any other minor modifications as may be required.</p>	<p><i>Text deleted</i></p>

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<p>No current text</p>	<p>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.</p> <p>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.</p>
<p style="text-align: center;">ARTICLE V</p> <p>BOARD OF DIRECTORS</p>	<p style="text-align: center;">ARTICLE 7</p> <p>THE BOARD OF THE 519</p>
<p><i>This section appears out of order for comparison with the new proposed order</i></p> <p>3) <u>Composition of the Board</u> The Board shall be composed of:</p> <p>a) Eleven (11) elected members, not more than five of whom may be Associate Members of The 519, who may vote on all matters presented to the Board. A Board Member who moves outside of the area bounded by Bloor, Bay, Gerrard and Parliament Streets during his/her term of office may retain office until the expiration of his/her term.</p> <p>b) the City Councillor of Ward 27 who shall be an ex-officio voting member;</p> <p>c) such persons as voting members of the Board may appoint as ex-officio, non-voting members of the Board.</p> <p>d) Board members should collectively possess an understanding of diverse neighbourhoods and communities within the catchment area; reflect the cultural and social diversity of the community; have knowledge and understanding of community and public service; and possess good communication and decision-making skills;</p>	<p>1) <u>Composition, Voting Rights and Membership Status of members of the Board</u></p> <p>a) The Board shall be composed of:</p> <ul style="list-style-type: none"> 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 <i>ex-officio</i> voting Board member; <p>b) A majority of Board members excluding the Ward 13 Councillor must be residents in the Catchment.</p> <p>c) All people elected to and subsequently appointed to the Board by the City may vote on all matters presented to the Board.</p> <p>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.</p> <p>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.</p>
<p><i>This section appears out of order for comparison with the new proposed order</i></p> <p>1) <u>The Government and Management</u> The government and management of the 519 shall be entrusted to a committee to be known as ‘The Board of Directors’</p>	<p>2) <u>The Governance and Management of The 519</u></p> <p>a) The Board shall govern The 519 in accordance with the <i>Relationship Framework</i>, former Toronto <i>Municipal Code Chapter 25</i> and all other applicable law and applicable City rules, procedures and policies.</p>
<p>No current text</p>	<p>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.</p>

Language in Current By-Law	Text in Proposed New By-Laws
	<p>c) No Board member shall receive remuneration for serving on the Board.</p> <p>d) A Board member may be reimbursed for reasonable expenses incurred in performing their duties in accordance with the <i>Relationship Framework</i>.</p> <p>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.</p>
<p>2) <u>Responsibilities of the Board</u></p> <p>a) maintaining the building and grounds in good condition so as to meet all government standards for such properties;</p> <p>b) hiring and supervision of staff as may be required to assist with the maintenance and operation of the building and grounds;</p> <p>c) developing, supervising and approving applications for programmes to meet community needs;</p> <p>d) seeking sources of funding for The 519 and its programmes;</p> <p>e) conducting Membership campaigns to involve the broadest possible group of people in the management and activities of The 519;</p> <p>f) from time to time, establishing a schedule of fees for Membership in The 519;</p> <p>g) adhering to the provisions of By-law 263-75 (as amended by 487-80, May 26, 1980; 335-84, May 15, 1984; 28-89, Dec. 5, 1988, and 82-90, Jan. 29, 1990) of the City of Toronto passed June 26, 1975, establishing The 519 Church Street Community Centre.</p> <p>h) appointing all Committees and prescribing their terms of reference;</p> <p>i) inspecting all financial records, budgets and expenses of The 519, including the approval of the annual administrative budget and global budget estimates for recommendation to City Council, and the approval of The 519's financial statements for audit purposes and receiving the report of the Auditor;</p> <p>j) naming themselves as a Board of Management to satisfy the requirements of the City By-Law;</p> <p>k) the overall management, operation and maintenance of The 519 ensuring compliance with Chapter 25 of the City of Toronto Act, all applicable laws and applicable City policies;</p> <p>l) the approval of the annual report for submission to City Council;</p> <p>m) the development of resources to support activities, programmes and services of the community centre;</p> <p>n) the hiring and evaluation of the community centre's Executive Director.</p>	<p>Text deleted. Full Board Responsibilities will be included in Board policy</p>
<p>4) <u>Nominations and Elections of the Board</u></p> <p>a) Any Member or Associate Member of The 519 who resides in the City of Toronto and has attained the age of eighteen years is eligible to serve as a member of the Board of Directors.</p>	<p>3) <u>Nominations and Elections of the Board</u></p> <p>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.</p>

Language in Current By-Law	Text in Proposed New By-Laws
	<p>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:</p> <ul style="list-style-type: none"> 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 <i>Relationship Framework</i> and/or applicable 519/City policies.
<p>b) A nomination committee will be comprised of at least three persons appointed by the Board of Directors, as shall be the Chairperson. The Nominations Committee will make The 519 membership and community aware of the nominating procedure at least fourteen (14) days in advance of the closing date for nominations.</p>	<p>c) A Nominations Committee will be comprised 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.</p>
	<p>d) Setting of Timelines and Dates for the Nominations and Elections Process: Every year, the Nominations Committee will set:</p> <ul style="list-style-type: none"> 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.
<p>No current text</p>	<p>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:</p> <ul style="list-style-type: none"> 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.
<p>c) Nominations for the position of Director shall be submitted in written form to the Nominations Committee at least ten (10) days prior to the Annual Meeting at which the Board is to be elected, at which time nominations shall then be closed.</p>	<p>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.</p> <p>g) After the deadline for nominations has passed, the Nominations Committee will screen nominations to ensure compliance with the eligibility requirements.</p>

Language in Current By-Law	Text in Proposed New By-Laws
<p>No current text</p>	<p>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.</p>
<p>d) The eligible nominees for the Board with the highest number of votes in an election conducted by secret ballot at the Annual Meeting shall be elected to fill the number of vacancies on the Board.</p>	<p>i) Elections:</p> <ul style="list-style-type: none"> 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.
<p>5) <u>Term of Office</u></p> <p>The term of office for a Board member shall be two years. The Board shall be staggered so that in alternating years the terms of either five or six Board members shall expire at the Annual Meeting. A retiring Director shall retain office until the dissolution or adjournment of the meeting at which a successor is elected. Any retiring member of the Board shall be eligible for re-election if otherwise qualified. Board members are eligible for reappointment on the expiration of their term of office but no person shall serve on the Board for more than eight consecutive years or until their successors are appointed under the City of Toronto’s Public Appointments Policy as amended from time to time.</p> <p>In the event that seven or more vacancies are in effect for a particular Annual Meeting, the terms of office for the six eligible nominees that received the highest votes at the Annual Meeting will be two years. The term of office to fill the remaining vacancies will be one year.</p>	<p>4) <u>Term of Office and Term Limits</u></p> <p>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.</p> <p>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.</p> <p>c) Whenever possible the Board terms shall be staggered to ensure a balance between Board renewal and Board continuity.</p>
<p>6) <u>Vacancy on the Board</u></p> <p>a) A vacancy in the office of Director shall be declared upon:</p> <ul style="list-style-type: none"> i) the death of a Director; ii) the resignation of a Director; iii) the removal of a Director; iv) the failure of a Director to retain all the qualifications for Membership on the Board; v) three absences from regular monthly Board meetings in a Board year. 	<p>5) <u>Vacancy on the Board</u></p> <p>a) A vacancy on the Board may be declared upon:</p> <ul style="list-style-type: none"> 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;

Language in Current By-Law	Text in Proposed New By-Laws
	<p>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</p> <p>vi) Any other criterion for the seat becoming vacant under the <i>City of Toronto Act</i> being met.</p>
<p>b) In the event of a vacancy on the Board, other than a vacancy resulting from the removal of a Director, the Directors then in office shall appoint any qualified person as a Director to fill the vacancy except that if a vacancy occurs within 90 days before an Annual Meeting, the Board is not required to fill the vacancy. A person appointed to fill a vacancy holds office for the remainder of the term of the person he or she replaced as set out under section 209 of the <i>City of Toronto Act, 2006</i>.</p>	<p>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 <i>City of Toronto Act, 2006</i>.</p> <p>c) Any period served filling a Board vacancy will count as time towards that person's eight-year lifetime limit on Board service.</p>
<p>c) The Board will notify the City Clerk or his or her designate as soon as possible after a vacancy occurs for any reason.</p>	<p><i>Text deleted and it is recommended that it be moved to Board Policy</i></p>
<p>7) <u>Removal of a Director</u></p> <p>a) Any Director may be removed at any time from the office of Director by a motion passed by a two-thirds majority vote at a special meeting of the membership duly called for the purpose.</p>	<p>6) <u>Recommendation for Revocation of Appointment of a Board member</u></p> <p>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.</p> <p>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.</p> <p>c) The Board will advise the City of any recommendation for removal under this section as soon as possible after its adoption.</p>
<p>b) Any qualified person may be elected by a majority of votes cast by a secret ballot at such special meeting to fill the vacancy. The person so elected shall be entitled to serve as a Director for the balance of the term of the Director who was removed from the office of Director.</p>	<p><i>Text deleted. Already dealt with above in new Section 5 b) & 5c)</i></p>
<p><i>No current text</i></p>	<p>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.</p>
<p>8) <u>Meetings of the Board of Directors</u></p>	<p>8) <u>Meetings of the Board</u></p>

Language in Current By-Law	Text in Proposed New By-Laws
<p>a) Normally, the Board of Directors will hold its meetings at 519 Church Street at such times as it may determine, at least once in every month.</p>	<p>a) The Board will hold at least six meetings each calendar year.</p>
<p>b) Written notice of every Board Meeting shall be available to every Director at least seven (7) days prior to the proposed date of the meeting and posted at The 519 in a conspicuous place. Such notice shall state the date, time and location of the meeting and the general nature of the business to be transacted.</p>	<p>b) The Board will establish an annual meeting schedule at the first Board meeting following the Annual Meeting.</p> <p>c) The Board will publish the schedule following its approval.</p> <p>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.</p> <p>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:</p> <ul style="list-style-type: none"> 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. <p>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.</p>
	<p>g) The Board Secretary in consultation with the Executive Director shall ensure that designated staff prepare minutes of each Board Meeting which include:</p> <ul style="list-style-type: none"> 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. <p>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.</p> <p>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.</p>
<p>c) As a local board of the City of Toronto, meetings of the 519 Board must be open to the public, as required by section 190 of the City of Toronto Act, 2006.</p>	<p>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.</p>

Language in Current By-Law	Text in Proposed New By-Laws
<p>d) 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, 2006, including:</p> <ul style="list-style-type: none"> i) the security of the property of the City, The 519, or any other local board; ii) personal matters about an identifiable individual, including a city employee or a local board employee; iii) personal matters about an identifiable individual, including a city employee or a local board employee; iv) a proposed or pending acquisition or disposition of land by the City or local board; 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; or vii) a matter in respect of which the city council, board, committee or other body may hold a closed meeting under another Act, or viii) the meeting is held for the purpose of educating or training the members and no member of the Board discusses or other wise deals with any matter in a way that materially advances the business or decision making of the Board. 	<p>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:</p> <ul style="list-style-type: none"> 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. <p>l) Before holding a closed meeting, the Board will pass a motion to hold a closed meeting, stating:</p> <ul style="list-style-type: none"> 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.
<p>e) At the direction of the Chair:</p> <ul style="list-style-type: none"> i. The Board may, despite subsection 8 a), hold a meeting during the period until one year following the later of the termination of the Provincial emergency or the termination of the municipal emergency related to COVID-19 where some or all of the Board members participate electronically and a physical meeting may not be held at 519 Church Street. ii. Where a meeting is being held in accordance with subsection i): <ul style="list-style-type: none"> A) notice of that Board meeting may not be posted at The 519, but, despite subsection 8 b), will be posted on The 519’s website; 	<p>m) At the direction of the Chair, a Board Meeting may:</p> <ul style="list-style-type: none"> i) Be held physically without electronic participation; ii) Be held virtually/electronically; or iii) Be held physically but also allow for virtual/electronic participation.

Language in Current By-Law	Text in Proposed New By-Laws
<p>B) any Board member participating in the meeting electronically will be deemed present for the purposes of quorum under section 9 and will have the right to vote on any business before the Board under section 10;</p> <p>C) any Board member participating in the meeting electronically will be entitled to participate in any portion of the meeting closed to the public in accordance with section 8; and</p> <p>D) the By-laws of The 519 will apply to the meeting, with any other minor modifications as may be required.</p>	
<p>9) <u>Quorum</u> A majority of the members of the Board, who are not members of Council or school board trustees, will constitute a quorum. If a board member who is a member of Council or a school board trustee is present, he or she will be counted to calculate quorum. A vacant position will not be counted to calculate quorum.</p>	<p>9) <u>Quorum</u> 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.</p>
<p>10) <u>Voting</u> a) At all meetings of the Board, the members of the Board present shall have the sole right to vote.</p>	<p>10) <u>Voting</u> a) At all meetings of the Board, decisions are made according to a decision-making policy defined by the Board.</p> <p>b) Board members must be present at the meeting to exercise their vote. There is no proxy vote.</p> <p>c) Each Board member has a single vote on all matters before the Board; and</p> <p>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.</p>
<p>b) At meetings of the Board, the Chairperson, in the case of an equality of votes, shall have in addition to an original vote, a second or casting vote.</p>	<p><i>Text is deleted—addressed in 10 d) above</i></p>
<p>11) <u>Indemnification of Directors</u> All community centres shall be covered under the City’s Liability and Property Insurance program. This coverage includes Automobile, Property, General Liability, and Professional Liability insurance. Professional Liability insurance provides coverage for liability resulting from errors or omissions in the performance of professional duties and applies to a range of officials including members of the Boards. Community centres are required to pay annual premiums for insurance to the City.</p>	<p><i>Text is deleted—indemnification is entirely provided by the City’s insurance.</i></p>

Language in Current By-Law	Text in Proposed New By-Laws
<p>A member of the Board of Directors from and after election shall be indemnified and saved harmless out of the funds of The 519 Church Street Community Centre from and against all costs, charges and expenses whatsoever which such member of the Board sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such member for, or in respect of, any act, deed, matter, or thing whatsoever made, done or permitted by the Director in or about the execution of the duties of offices; and all other costs, charges and expenses, which are sustained or incurred in or about, or in relation to, the affairs thereof, except such costs, charges or expenses as are occasions of such member's own wilful neglect or default.</p>	
<p>ARTICLE VI</p>	<p>ARTICLE 8</p>
<p>OFFICERS OF THE BOARD</p>	<p>OFFICERS OF THE BOARD</p>
<p>1) <u>The Officers of the Board</u></p>	<p>1) <u>The Officers of the Board</u></p>
<p>a) The Board of Directors will elect its officers and Committee Chairperson at its first meeting following the Annual Meeting.</p>	<p>a) The Board will elect Officers at its first meeting following the Annual Meeting.</p>
<p>b) The officers of the Board shall be - Chair, Vice-Chair, Treasurer and Secretary.</p>	<p>b) The Officers of the Board shall be Chair, Vice-Chair, Treasurer and Secretary.</p>
<p>c) The Board may establish other offices and assistant positions as it deems necessary, and shall prescribe the powers and duties of such officers or assistants.</p>	<p>c) The Board may, through Board policy, establish other Officers as it deems necessary, and shall prescribe the powers and duties of such Officers.</p>
<p>d) The term for every officer and assistant shall be one year.</p>	<p>d) Officers of the Board are appointed for terms of two years.</p>
<p>2) <u>Vacancy</u></p>	<p>2) <u>Vacancy</u></p>
<p>a) Vacancy in an office or assistant position shall be declared upon:</p> <ul style="list-style-type: none"> i) the death of an officer or assistant ii) the resignation of an officer or assistant iii) the removal of an officer or assistant iv) the event of an officer or assistant ceasing to be a Director. 	<p>a) Vacancy in an Officer position shall be declared upon:</p> <ul style="list-style-type: none"> 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.
<p>b) The Board may appoint any other Director, except as provided for in part (1) of this Article, to fill a vacant office or assistant position, and the Director so appointed shall hold office or assistant position for the balance of the term of the officer or assistant whose departure created the vacancy.</p>	<p>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.</p>
<p>3) <u>Absence from Meetings or Duties</u></p>	<p>Text is deleted</p>
<p>In the event of the absence of an officer or assistant, the Board may, except as provided for in part 1(d) and/or 5(b) of this Article, delegate the powers and duties of such officer or assistant to any other Director until the return to duty of incumbent officer or assistant.</p>	

Language in Current By-Law	Text in Proposed New By-Laws
<p>4) <u>Removal from Office</u> The Board may remove any person from an office or assistant position at any time by a motion passed by a majority vote.</p>	<p>3) <u>Removal from Office</u> The Board may remove any individual from an Officer position at any time by Ordinary Resolution of the Board.</p>
<p>5) <u>Duties of Officers</u> a) The Chair shall: i) preside, when present, at all Annual, Special and Board Meetings; ii) perform all the duties incidental to the office and any other duties assigned by the Board; iii) be an ex-officio voting member of all Committees.</p> <p>b) The Vice-Chair shall: i) assist the Chair; ii) act as Chair; iii) in the event of the absence of the Chair until the Chair returns to duty; iv) in the event of vacancy in the office of Chair for the balance of the term of the person whose departure created the vacancy. v) while acting under 1 and 2 of 5 (b) of this Article, the Vice-Chair shall have all the powers and perform all the duties of the Chair; vi) have such other powers as are assigned to the Vice-Chair from time to time by the Board.</p> <p>c) The Treasurer shall: i) have such powers and perform such duties as are usually vested in the office of Treasurer; ii) have such other powers as are assigned the Treasurer from time to time by the Board; iii) make recommendations to the Board concerning all aspects of the financing and administration of The 519; iv) receive, examine and present to the Board the financial statements and budgets of The 519 and all Standing Committees (if any) that require budgets and financial statements.</p> <p>The Secretary shall: i) issue or cause to be issued notices for all meetings of the membership and the Board when directed to do so; ii) have charge of the Minutes of all meetings of the membership and the Board; iii) have such other powers as are assigned the Secretary from time to time by the Board.</p>	<p><i>The rest of the text is deleted and moved to Board policy</i></p> <p>4) <u>Duties of Officers</u> The Board may set policies outlining the duties of the Officers by Ordinary Resolution.</p>
<p>e) Every officer or assistant, at the time he or she leaves office shall turn all the papers and documents of the office or position over to the incoming officer or assistant.</p>	<p><i>Text is deleted</i></p>

Language in Current By-Law	Text in Proposed New By-Laws
<p style="text-align: center;">ARTICLE VII</p> <p>COMMITTEES 1) <u>Standing Committees</u> The Standing Committees shall include: The Finance Committee, Fundraising Committee, Human Resources Policy Committee, and Nominations Committee.</p>	<p style="text-align: center;">ARTICLE 9</p> <p>COMMITTEES 1) <u>Power to Create and Dissolve Committees</u> The Board shall have the authority to create or dissolve Standing Committees and Ad Hoc Committees.</p>
<p>2) <u>Standing Committee Membership</u> a) All standing Committees shall be headed by a Chairperson appointed by the Board.</p> <p>b) With the exception of the Human Resources Policy Committee, all Standing Committees shall be composed of Board members and other Centre members who are appointed or accepted by the Chairperson or by the Board.</p>	<p>2) <u>Standing Committee Membership</u> a) All Standing Committees shall be chaired by a Board member who is appointed as Committee Chair by Ordinary Resolution of the Board.</p> <p>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.</p>
<p>c) The Human Resources Policy Committee shall be composed of members of the Board and may contain not more than one Centre member who is not a member of the Board, all of whom must be approved by the Board.</p>	<p><i>Text is deleted</i></p>
<p>3) <u>All Standing Committees shall:</u> a) operate within the terms of reference laid down by the Board;</p>	<p>3) <u>All Standing Committees shall:</u> a) Operate according to terms of reference approved by the Board, which shall be clear about delegated duties;</p>
<p>b) provide an open forum for discussion by all interested parties;</p>	<p><i>Text is deleted</i></p>
<p>c) report their deliberations, recommendations and resolutions to the Board for confirmation and for approval; and</p>	<p>b) Report activities and recommendations to the Board.</p>
<p>d) continue to operate for such length of time as shall be determined by the Board</p>	<p><i>Text is deleted</i></p>
<p>4) <u>Other Committees</u> The Board may establish such other Committees with such duties and powers and for such length of time as it shall determine from time to time.</p>	<p>4) <u>Ad Hoc Committees</u> 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.</p>
<p>5) <u>Meetings of Committees</u> a) Normally, Committees of the Board will hold their meetings at 519 Church Street at such time as the Chairperson may determine.</p>	<p><i>Text is deleted</i></p>
<p>b) Written notice of every Committee meeting shall be posted in a prominent place at The 519 at least seven (7) days prior to the proposed date of the meeting.</p>	<p><i>Text is deleted</i></p>

Language in Current By-Law	Text in Proposed New By-Laws
<p>c) Meetings of every Committee shall be open, except where confidential business is being conducted by the Human Resources Policy Committee.</p>	<p>5) <u>Meetings of Committees</u> Meetings of Board Committees shall proceed in the same manner as Board meetings as described in Article 7.</p>
<p>d) At the direction of the Chair:</p> <ul style="list-style-type: none"> i) A Committee of the Board may, despite subsection 5 a), hold a meeting during the period until one year following the later of the termination of the Provincial emergency or the termination of the municipal emergency related to COVID-19 where some or all of the members of the committee participate electronically and a physical meeting may not be held at 519 Church Street. ii) Where a meeting is being held in accordance with subsection i): <ul style="list-style-type: none"> a) notice of that Committee meeting may not be posted at The 519, but, despite subsection 5 b), will be posted on The 519's website; b) any Committee member participating in the meeting electronically will be deemed present and will have the right to vote on any business before the Committee under section 7; c) any committee member participating in the meeting electronically will be entitled to participate in any portion of the meeting closed to the public; and d) the By-laws of The 519 will apply to the meeting, with any other minor modifications as may be required. 	

Language in Current By-Law	Text in Proposed New By-Laws
<p>6) <u>Quorum</u> No quorum is required for a Committee to meet. However, minutes of Committee Meetings must specify who was in attendance so that the Board may know to what degree the Committee's recommendations reflect the will of the Committee's membership.</p>	<p>6) <u>Quorum</u> Quorum is a minimum of two appointed Board members. The Board may approve additional quorum requirements in Committee terms of reference.</p>
<p>7) <u>Voting</u> a) At all Committee meetings, the members of The 519 present shall have a right to vote. b) At Committee meetings, the Chairperson, in the case of an equality of votes, shall have, in addition to an original vote, a second or casting vote.</p>	<p><i>Text is deleted</i></p>
<p style="text-align: center;">ARTICLE VIII</p> <p>AGENTS AND EMPLOYEES The Board may appoint agents and employees in accordance with a hiring policy developed under subsection 212(2) of the <i>City of Toronto Act, 2006</i>.</p>	<p style="text-align: center;">ARTICLE 10</p> <p>HIRING EMPLOYEES The Board may hire Employees in accordance with a hiring policy adopted and maintained in accordance with subsection 212(2) of the <i>City of Toronto Act</i>.</p>
<p style="text-align: center;">ARTICLE IX</p> <p>SIGNATURES AND FISCAL YEAR 1) <u>Cheques, etc.</u> All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of The519, shall be signed by such officer or officers, agent or agents of The 519 and in such a manner as shall from time to time be determined by resolution of the Board of Directors and any such officers or agents may alone endorse notes and drafts for collections on account of The 519 through its bankers, and endorse notes and cheques for deposit with The 519's bankers for the credit of The 519, or the same may be endorsed "for collection" or "for deposit" with the bankers of The 519 by using the Community Centre's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between The 519 and its 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.</p>	<p style="text-align: center;">ARTICLE 11</p> <p>SIGNING AUTHORITY, EXECUTION OF DOCUMENTS, AND FISCAL YEAR 1) <u>Policies to meet Board Standards or Approval.</u> 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 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.</p>
<p>2) <u>Execution of Documents</u> a) Deeds, transfer, licenses, contracts and engagements, on behalf of The 519 shall be signed by either the Chair or the Vice-Chair and by the Secretary.</p>	<p><i>Text is deleted</i></p>

Language in Current By-Law	Text in Proposed New By-Laws
b) Contracts in the ordinary course of The 519's operations may be entered into on behalf of The 519 by the Chair, Vice-Chair, Treasurer or by any person authorized by the Board.	<i>Text is deleted</i>
c) Notwithstanding any provision to the contrary contained in The 519's Board by-laws, 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 be executed.	<i>Text is deleted</i>
3) <u>Financial Year</u> The fiscal year of the Community Centre shall terminate on the 31 st day of December in each year.	2) <u>Financial Year</u> The fiscal year of The 519 shall align with the City's fiscal year.
<i>No current text</i>	<p style="text-align: right;">ARTICLE 12</p> <p>MISCELLANEOUS</p> <p>Notice</p> <p>1) <u>Failure to Give Notice</u> 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.</p> <p>2) <u>Waiver of rules</u> 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:</p> <ul style="list-style-type: none"> 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. <p>3) 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.</p>

Language in Current By-Law	Text in Proposed New By-Laws
<p style="text-align: center;">ARTICLE X</p> <p>AMENDMENTS TO THE BOARD BY-LAWS</p> <p>1) The By-laws of The 519 shall be enacted, amended, repealed, or re-enacted only by a two-thirds majority vote of the members present in person at the Annual Meeting or any Special Meeting.</p>	<p style="text-align: center;">ARTICLE 13</p> <p>AMENDMENTS TO THE BOARD BY-LAWS – GENERALLY</p> <p>1) This By-Law may be amended or repealed (a “change”) only by following one of the two procedures outlined below:</p> <p>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.</p> <p>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).</p>
<p>2) Proposals to enact, amend, repeal, or re-enact the Board By-laws may be put forward by the Board provided that intention to enact, amend, repeal, or re-enact is contained in the Notice for the Special or Annual Meeting at which they are to be voted upon and that the text of any proposed change is posted in a prominent place at The 519 no less than seven (7) days in advance of the proposed date of such Special Meeting or thirty (30) days in advance of the proposed date of such Annual Meeting.</p>	<p>2) 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.</p>
<p>3) Proposals to enact, amend, repeal, or re-enact the Board By-laws may be put forward by any Member of The 519 provided that such proposals are presented to the Board at a regularly scheduled Board meeting at least fourteen (14) days prior to the last date by which the Board is required to give notice of the Special or Annual Meeting at which they are to be voted upon, in order for the Board to include the intent for such a proposal to enact, amend, repeal, or re-enact in the notice for such meeting and to post the text of any proposed change in a prominent place at The 519 no less than seven (7) days in advance of the proposed date of such Special Meeting or thirty (30) days in advance of the proposed date of such Annual Meeting.</p>	<p>3) 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:</p> <ul style="list-style-type: none"> i. Proposed text amendments must be received in writing in electronic form; ii. The proposed amendments require a minimum of two current Catchment Members attesting to the recommended amendments; iii. These proposed amendments must be sent to the Board Chair not less than 60 days prior to the scheduled Annual or Special Meeting; and iv. 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.
<p>4) Despite sections 1 and 2, where a special meeting of the Board is held under subsection 189(4.3) of the City of Toronto Act, 2006 to amend the By-laws of The 519 to allow for electronic participation in Board meetings, such amendments may be adopted at such a special meeting under that section and not at an Annual Meeting or Special Meeting or as otherwise required in this Article.</p>	<p><i>Text is deleted</i></p>
<p><i>No current text</i></p>	<p style="text-align: center;">ARTICLE 14</p> <p>TRANSITIONAL TERMS</p>

Language in Current By-Law	Text in Proposed New By-Laws
	<p>1) As of (DATE), the “519 Board of Management By-Laws/(Constitution), dated April 2010, May 2016 Printing” is repealed and replaced with this “<i>General By-Law No 2 of The 519</i>”.</p> <p>2) All Board and Member’s Resolutions will remain in effect except to the extent of inconsistency with this By-Law.</p> <p>CERTIFIED to be “<i>General By-Law No. 2 of The 519</i>”, 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.</p>