

Bylaws of Artists Film Exhibition Group of Ontario

Last updated October 1, 2024

Last Comprehensive Review December 3, 2024

Pleasure Dome is an artist-run presentation organization and publisher dedicated to experimental media.

Mission

Pleasure Dome is an artist-run presentation organization and publisher dedicated to experimental media. Our organization is committed to presenting artists who expand, fracture, and scrutinize the traditional cinematic spectacle, including those who use moving image technologies that are digital, interactive, or performative.

Mandate

Pleasure Dome is mandated to:

- foster an appreciation for art expressed in the media of moving images of all formats
- engage, educate, and generate excitement for underrepresented cinema from local, Canadian and international artists', for people interested in the arts and the general public
- present a variety of different genres, styles, and approaches from historical to contemporary strategies of cinematic spectacle, disruption and other attempts to re-imagine the experimental media tradition
- screen innovative works in engaging and "expanded" presentations, including installation and other unconventional exhibition formats.

Our screenings are hosted year-round and in a variety of venues, including online. We almost exclusively program short length works, and prioritize the presentation of works by women, BIPOC folks, persons with disabilities, and LGBTQ2S+ persons.

Values

Radical Welcome

Connection

Pleasure

Support

Challenge

Experimentation

Respect

Section 1 – Directors

Empty Seats

1.1 Do directors need to be members?

Yes, directors must be members of our nonprofit.

1.2 Do directors need to sign a written consent?

Yes, directors must sign a form agreeing to be a director on or before the date that their directorship begins. The Ontario Forms Repository has [a sample form](#) that shows the minimum information that form has to collect.

1.3 Can employees be directors?

Employees cannot be directors of the nonprofit.

1.4 How long can directors serve for?

Directors can serve maximum terms of 2 years, and can be re-elected for a maximum of 2 times, for a maximum tenure of 6 years. There is a limit to the number of how many times a director can be re-elected—twice, with a maximum of three times if the directors can provide reasonable justification for why the term is being extended.

1.5 In what situations does a Director cease holding office before the end of their term?

A Director will stop holding office immediately if they:

- die
- becomes bankrupt, or

- is found to be incapable of managing property by a court or under Ontario law.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

1.6 Can the Members remove a Director from office? What percentage of voting members at a Members' meeting is required to remove a director?

Members may remove directors by a majority vote at a special meeting called for that purpose, except directors who are directors by virtue of their office, such as ex-officio directors. A director elected by a class of members that has an exclusive right to elect the director may be removed only by a majority vote of that class.

1.7 Do Directors facing removal have a right to make a statement opposing their removal?

Directors have the right to give reasons for why they should not be removed.

1.8 When a Director has left, does the Board have the power to replace them?

The board has the power to replace a director who has left. This is called filling a vacancy. But the board can only do that as long as it has quorum despite the vacancy.

1.9 How are Board seats filled when they've been vacated mid-term?

A quorum of Directors may fill a vacancy among the Directors by a majority vote.

1.10 How many Directors may a quorum of Directors appoint?

Five (5) Directors shall form a quorum for the transaction of business.

1.11 What if the vacancy means there isn't a quorum of directors?

If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

1.12 What is the voting threshold to elect a Director mid-term?

If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority (51%) vote. The Board may fill any other vacancy by a majority (51%) vote.

1.13 How long is the term of office for a Director filling a vacancy?

The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

Committees

1.14 Who can be a member of a Board committee? Can the Board delegate its powers to a Managing Director or Executive Committee? Who decides on the composition and rules of Board committees?

The board can delegate its powers to a committee made up of directors only. Any committee that has one or more members—for example, the programming committee—can act only in an advisory capacity to the board.

The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

Any committee of Directors may create its own rules of procedure, subject to such rules or directions as the Board may from time to time make. The Board may remove any committee member by resolution.

1.15 Are there any powers the board cannot delegate to a committee?

There are 7 powers that the board cannot delegate. The most common ones are the power to:

1. submit questions to members for their approval
2. appoint a director, auditor, or financial reviewer
3. issue bonds and other debt obligations
4. approve financial statements
5. change bylaws
6. create or change member dues

Paying Directors

1.16 Can we pay directors for their work as Directors?

The Directors may not receive remuneration for serving as Director, and no Director will directly or indirectly receive any profit from occupying the position of Director .

1.17 Can directors be paid for the work they do for the nonprofit in capacities other than as directors?

Directors cannot be paid for the work they do for the nonprofit in capacities other than as directors. Exception: Director can receive an honoraria for additional/exceptional viewing and vetting of films in a programming year, to be determined and approved by the staff and Board in that given fiscal year.

Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

- a. considered reasonable by the Board;
- b. approved by the Board for payment by resolution passed before such payment is made; and
- c. in compliance with the conflict of interest provisions of the Act.

Section 2 – Board Meetings

2.1 Who can call Board Meetings?

The Chair and any director may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

2.2 Do we have to give advanced notice for Board Meetings?

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

2.3 How long in advance does the notice have to be given?

Notice of the time and place of the meeting must be given not less than 7 days before the date that the meeting is to be held.

2.4 How should notice be given?

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

2.5 When can we have a Board Meeting without advanced notice?

Notice of a meeting is not necessary if:

- a. all of the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Conducting Board Meetings

2.6 Who will chair Board Meetings? What if they are absent?

The Chair (or Co-Chairs) will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair.

2.7 How will voting be conducted at the Board Meeting?

Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by consensus unless otherwise required by the Act.

Section 3 – Officers

Appointments and Removals

3.1 What Officers can the Board appoint?

The Board will appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

3.2 Who can remove an Officer?

The Board may remove any Officer by resolution.

3.3 For what reasons may an Officer be removed?

An Officer may be removed for any reason.

Duties

3.4 What duties does the Chair have?

The Chair will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.

3.5 What duties do other Officers have?

Each Officer will perform the duties required by law or as the Board may determine from time to time.

3.6 Can Officers delegate their powers?

Officers will be responsible for the duties assigned to them but they may delegate to others the performance of any or all of such duties.

Section 4 – Directors and Others

4.1 What officers are you required to appoint?

The Board must appoint a director to be the Board chair. It is recommended that the Board also appoint a secretary and a treasurer.

4.2 Do officers need to be directors?

Yes, officers need to be directors.

4.3 Can an individual hold more than one position?

Yes, an individual can hold more than one position if necessary, but this is not

recommended.

4.4. If the directors or officers of your nonprofit are held legally liable for their work on behalf of your nonprofit, will it pay the debt on behalf of the directors or officers? This is called indemnification. It is different from having insurance. Indemnification is when the nonprofit agrees to pay in the event of liability. Insurance is when the nonprofit pays premiums to a company which agrees to pay in the event of liability.

The nonprofit will not pay the debt on behalf of the directors or officers if the directors or officers are held legally liable for their work on behalf of our nonprofit.

No Director, Officer or committee member of the Corporation will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
- b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation
- c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested
- d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or
- e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

4.5 Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above?

No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:

- a. complied with the Act and the Corporation's articles and Bylaws, and
- b. exercised their powers and discharged their duties in accordance with the Act.

Section 5 – Conflicts of Interest

5.1 Are Directors required to disclose any conflict of interest?

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or

proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

5.2 Are Directors who have a conflict of interest allowed to vote?

No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

Section 6 – Members

6.1 How many classes of Membership are there? Do you have multiple types of Members?

Membership in the Corporation consists of 1 class of Members. Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends. Our organization does not have more than one class of Member.

6.2 How does someone become a Member? Are Members required to pay a fee?

Membership will consist of persons who have applied and been accepted for Community Member membership in the Corporation. Members are required to pay the annual fee (currently \$10.00 CDN), with the exception of ex officio Members. Membership fees might be adjusted over time to account for inflation, and changes will be posted online.

6.3 What are the conditions to become a Member?

A Member must be a community member in good standing with the organization, who either purchases a membership for the year or is an ex officio member.

6.4 What rights do Members have?

As set out in the articles, each Member of the Community Member class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Community Member class will be entitled to one (1) vote at such meetings.

6.5 How does membership end?

Membership in the Community Member class automatically terminates if the Member resigns or such membership is otherwise ended according to the Act.

A Membership ends when the:

- member dies,
- member resigns,
- member is expelled,
- term of membership ends, or
- corporation closes down.

6.6 How long does membership last?

The term of membership will be 1 year, subject to renewal in accordance with the policies of the Corporation.

6.7 Do you allow corporations or other entities to be members?

Corporations and other entities (for example, other not-for-profit media arts spaces, artist-run centres, and film organizations) can be members with approval of the Board.

6.8 Do you allow ex officio members?

Ex officio members are individuals who are members based on the office or position they hold. For example, a nonprofit may say that all their directors are automatically members of the organization. Prospective board members must purchase a membership before standing for election as a Director. Upon becoming a member of the Board of Directors, the Director will be an ex officio member for the remainder of their term in office. The membership will terminate once their position on the Board ends, or until they purchase a new membership.

Transferral of Membership

6.9 Can Members transfer their Membership to others?

Membership in the Corporation is non transferable.

Discipline of Members

6.10 Who can discipline Members or terminate their membership? Does anyone have the power to discipline or terminate members?

The Board of Directors has the power to discipline or terminate members for not abiding by the values and policies of the Corporation, or for harassing any Member of the Corporation, including the Staff and the Board. The Board or a committee of the

Members may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws, and any other reasons calling for discipline in the Discretion of Discipliner.

6.11 In what situations, if any, may a Member be disciplined or terminated?

If a Member violates a code of conduct, or does any of the above (see 6.10), they will receive disciplinary notice. If the issue persists, their Membership will be terminated.

6.12 How much notice must a Member be given before disciplinary action may be taken against them?

A member must be given at least 15 days' notice before a disciplinary action or termination is taken.

6.13 What information should the notice include? Does the Member have a right to know the reasons for the proposed discipline or termination?

The notice will set out the reasons for the disciplinary action or termination of membership. Members have a right to receive the reasons for their proposed discipline or termination. This information will be provided in writing in mail or email.

6.14 Does the Member have a right to respond? Does the member facing discipline or termination get a chance to defend themselves?

Members facing discipline or termination have a right to explain themselves at least 5 days before the proposed discipline or termination orally, in writing, or in an email submission. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 7 – Members' Meetings

Annual Members' Meeting

7.1 When and where will the Annual Members' Meeting be held? Can members' meetings be held partly or completely by telephone or electronically?

Members' meetings must be held in Ontario. The Board will decide the date of the Annual Members' Meeting. The Annual Members' Meeting will take place either in

person in Toronto, Ontario, or online, and the time zone will be local (EST/EDT). Members' meetings can be held partly or completely by telephone or electronically.

7.2 What will the agenda of the Annual Members' Meeting be?

The business at the annual meeting will include the following: a. Approve the agenda for the AGM b. Approve the minutes of the previous AGM and any special meetings c. Approve the financial statements for the previous year d. a report from the auditor or the person appointed to review the nonprofit's finances e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement f. elect directors, and g. any new or special business that was included in the notice of the meeting

7.3 Can anything be added to the agenda? If so, how?

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.

7.4 Do Members have a right to access financial documents ahead of the meeting?

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report, and other financial information required by the Bylaws or articles.

Special Members' Meetings

7.5 Who can call a Special Members' Meeting?

The Directors may call a Special Members' Meeting.

7.6 Can the Members make the Directors call a Special Members' Meeting? If so, how?

The Board will convene a Special Members' Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

7.7 What percentage of voting members is needed to force the board to call a members' meeting?

Members have the right to demand a meeting if at least 10% of members vote to send a request. Members must send this request with reasons to each Director and to the nonprofit's registered office.

7.8 What are the rules about members submitting proposals to be discussed at meetings?

Voting members have the right to submit a proposal to be discussed at a members' meetings, and the board must include it in the notice of meeting unless:

- it is sent to them less than 60 days before the meeting,
- it does not significantly relate to the business of the nonprofit,
- it appears the member is abusing their right to submit a proposal for publicity, or
- for any other exceptional situation listed in the ONCA.

If the board has to include the proposal in the notice, the member also has a right to include a statement up to 500 words at their own expense unless the members vote to cover the cost.

Notice

7.9 Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet?

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

Phone and e-Meetings

7.10 Can Members join Members' Meetings online or by phone?

A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- allow all participants to communicate adequately with each other during the meeting
- allow you to verify the identity of anyone casting a vote

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

Quorum

7.11 What is the minimum number of voting members required to be present for official votes to be taken at a members' meeting? This is called a quorum.

The quorum for a members' meeting is a majority of the voting members, whether present in person, by proxy, by telephone, or electronic means.

7.12 What happens if you lose quorum part way through the meeting?

A members' meeting may continue if you have quorum at the start of a meeting, even you don't have quorum throughout the meeting. If there is no quorum at the start of a members' meeting, then the present members may adjourn the meeting to a fixed time and place, but they cannot decide on any other business. (s.57(2))

Chair of the Meeting

7.13 Who will chair Members' Meetings?

The Chair shall be the chair of the Members' Meeting.

7.14 Who will chair Members' Meetings if the Chair is absent?

In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

7.15 How many votes does each type of member get? How must members vote at meetings? How many votes will each Member have?

Each member has the right to one vote on each resolution put before them.

Members can vote by a show of hands unless a member demands a ballot. A member

may demand a ballot either before or after any vote.

Each voting Member will be entitled to one vote at any Members' Meeting.

7.16 How many votes will be necessary to pass a resolution?

Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.

Proxy and Remote Voting

7.17 Do members have a right to vote remotely?

Voting by proxy is the only way that a Member can vote remotely.

7.18 Can Members vote by proxy, meaning: Do your members have the right to appoint someone to attend members' meetings to vote on their behalf? Who can a member ask to vote on their behalf? This is called a proxyholder.

If a Member is unavailable to attend or participate in a Members' meeting, they may appoint another individual who will be in attendance at the Members' meeting to vote for them by proxy. The proxy holder must be a Member or a Director. A proxy form will be provided to the member by the Directors upon request. the proxy form must comply with ONCA regulations. (s. 3 of [O. Reg. 395/21](#)).

7.19 How will votes be taken?

Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act.

7.20 Can anyone demand a written ballot?

Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand a written ballot. A written ballot so required or demanded will be taken as the chair of the meeting directs.

7.21 Will the chair of the meeting have a vote?

The chair of the meeting, if a voting Member, will have a vote.

7.22 What if there's a tie vote?

If there is a tie vote, the chair of the meeting has to call for a written ballot. If the written ballot results in a tie, the motion doesn't pass.

7.23 How will a vote by show of hands be recorded?

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.24 Will abstentions be counted as votes?

An abstention will not be considered a vote cast.

Attendance

7.25 Who has a right to attend Members' Meetings?

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and

Any other person may be admitted only if the Chair of the meeting invites them or the majority (51%) of the Members present at the meeting consent to their being there, or if they are entitled or required under any provision of the Act or the articles to be present.

7.26 What are the rules about adjourning a members' meeting?

If a meeting was adjourned, you do not need to give your members notice of the meeting if it continues within 30 days. But if it continues after 30 days, then you must give notice. You must also give notice for a continuing meeting if a members' meeting is adjourned several times for a total of 30 days or more.

Section 8 – Notices -

8.1 What are valid ways of sending advanced notice of meetings?

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

- To the last address on record for that director or member
- Email
- Other electronic means
- As the directors determine

8.2 Where should notices be sent?

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

8.3 Can the right to notice be waived?

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

8.4 Can we count the day notice is sent as part of the total number of days required for advanced notice?

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

8.5 What effect does an error or omission have on the validity of the notice?

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 9 – Audit

9.1 Do your bylaws require you to get an audit?

Our Corporation conducts an audit at the beginning of each fiscal year, for the preceding fiscal year. The audited financial statements are then presented at that year's AGM, and

members and directors vote to approve the audited financials.

9.2 If the auditor resigns, or is removed, do they have a right to make a statement?

Auditors are allowed to give the Directors of the nonprofit their reasons for resigning or why they should not be removed. This statement should be given in writing.

Section 10—Finances & Signing Authority

10.1 When does our financial year-end?

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

10.2 Does Artists Film Exhibition Group of Ontario have a corporate seal?

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

10.3 Does your board have the power to borrow money on behalf of the nonprofit?

No, the Board does not have the power to borrow money on behalf of the nonprofit.

10.4 Does your board have the power to give a director, committee of directors, or an officer the power to borrow?

No, the Board does not have the power to give a director, committee of directors, or an officer the power to borrow.

Section 11—Records

11.1 What records must the nonprofit keep?

Nonprofits must keep the following records at their office for any member to review:

- a. Articles, bylaws, and amendments
- b. Minutes from board meetings, board committee meetings, member meetings, and member committee meetings
- c. A list of directors, officers, and members going back 6 years including their names, start date, end date, addresses, and email addresses if they agree to receive documents electronically.
- d. Suitable accounting records

- e. A list of land interest ownership in Ontario.

11.2 Where must nonprofits keep their records?

The records listed in the row above, must be kept at the nonprofit's official address (in Ontario). The board has the authority to agree on another location in Ontario, or even outside of Ontario in the case of the board, board committee minutes, and accounting records. The nonprofit can keep their records in digital format and on the cloud: for example, in documents or spreadsheets on Google Drive or Dropbox as long as they are accessible at the address included in the bylaws.

11.3 Who can look at these records?

Members, their representatives, and creditors have a right to look at all the records a nonprofit must keep, except for board and board committee meeting minutes and accounting records. (s.95(1))

Only the following individuals have a right to look at all records:

- directors
- auditors or financial reviewers, and
- court-appointed investigators.

11.4 Do members have a right to get a list of all members?

Members or their representative may ask for the list of members. But they must sign a declaration that says they will use the information only to:

- influence how members vote,
- request a meeting of the members, or
- use it in another matter relating to the business of the nonprofit.

They cannot use the list for anything else.

If the nonprofit has safety or other concerns, then they can ask the court to deny a member's request to get a membership list.

Each member will be notified of the request beforehand, individually, and must provide their consent for their name to be shared with another member or members.

Section 12 – Dissolution

12.1 What will happen to your property after you pay your creditors and dissolve your nonprofit? “Property” has a wide meaning that includes money, equipment, real estate, intellectual property, and more.

As we are a public benefit organization (PBO), ONCA’s rules decide how our nonprofit’s property is handled in the event of dissolution.

Section 13—Adoption and Amendment of Bylaws

13.1 Do your directors have the power to change your bylaws?

Directors (majority) can add, change, or remove most bylaws. The only bylaws they cannot change are bylaws about:

- membership transfers,
- the transfer of property if you dissolve, and
- methods of voting remotely by members.

The changes directors make to bylaws will be effective immediately, but they must be confirmed by your members at the next members’ meeting. (s.17)

13.2 What percentage of Member support does it take to change these Bylaws?

The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members’ Meeting.

13.3 Can the Board change the Bylaws between Members’ Meetings?

The Board may from time to time in accordance with the Act pass or amend this Bylaw.

13.4 Can the Board create new Bylaws or change the Bylaws on their own?

The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members’ Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes.

Section 14 – Definitions & Interpretation

14.1 Definitions

In this Bylaw, unless the context otherwise requires:

a. “Act” means the Not-for-Profit Corporations Act, 2021 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time; b. “Board” means the board of directors of the Corporation; c. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force; d. “Chair” means the chair of the Board; e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act; f. “Director” means an individual occupying the position of director of the Corporation by whatever name they are called; g. “Member” means a member of the Corporation; h. “Members” means the collective membership of the Corporation; and i. “Officer” means an Officer of the Corporation.

14.2 What if something isn’t defined above?

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

14.3 What if part of the Bylaw is invalid?

The invalidity or un-enforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

14.4 What if parts of the Bylaw are inconsistent with the Articles or Act?

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.