

Bylaws of Site 3 coLaboratory Centre for Art and Technology

Last updated March 20, 2025

Adopted March 22nd, 2025

Section 1 – Directors

Electing and Appointing Directors

1.1 Who elects the directors?

The Members elect the Directors. Any Member in good standing who has been an active Member for at least the 6 months preceding the election is eligible to be elected.

1.2 How long do Directors serve?

The Members will elect board members to a 2 year term.

After this time, newly elected Directors shall be elected for 2 year terms.

Empty Seats

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

A Director will stop holding office immediately, if he/she:

- dies
- becomes bankrupt, or
- is found to be incapable of managing property by a court or under Ontario law
- is removed by a unanimous vote of other members of the Board.

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.

1.4 Can the Members remove a Director from office?

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a two thirds majority (66%+1) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

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

Only a vote of the Members will fill a vacancy on the Board.

Committees

1.6 Can the Board delegate its powers to a Managing Director or Executive Committee?

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.

1.7 Who decides on the composition and rules of Board committees?

The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

Paying Directors

1.8 Can we pay directors for their work as Directors?

The Directors will fulfil their role as Director without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director.

1.9 Can we pay directors for their work as directors or in other capacities?

The Directors will fulfil their role as Directors without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director.

This section was...

Last Reviewed: March 20, 2025

Last Updated: March 20, 2025

- **March 20th 2025** Edited to bring in line with current practices- CA

Section 2 – Board Meetings

2.1 Who can call Board Meetings?

The Chair or any 2 Directors jointly 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 advance 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 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 a majority (51%) of votes unless otherwise required by the Act.

2.8 Will the Chair have the power to break ties?

In case of an equality of votes, the Chair will have a second vote or casting vote.

Phone and e-Meetings

2.9 Can Directors join Board Meetings online or by phone?

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

This section was...

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Last Updated: March 20, 2025

- **Amended March 20th 2025** “advanced notice” -> “advance notice”. - Conor Masterson

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 Executive Director, 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 **Can one person hold more than one office?**

The same person may hold two or more offices of the Corporation.

3.3 **Who can remove an Officer?**

The Board may remove any Officer by resolution.

3.4 **For what reasons may an Officer be removed?**

An Officer may be removed for any reason.

This section was...

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Last Updated: March 19, 2025

Section 4 – Legally Protecting Directors and Others

4.1 Will Directors and Officers be protected against liability?

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.

4.2 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.

This section was...

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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.

This section was...

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Section 6 – Members

6.1 How many classes of Membership are there?

Membership in the Corporation shall consist of 3 class(es) of Members.

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

Introductory

6.2 Who qualifies to be a(n) Introductory Member?

Introductory Members shall be individuals whose Membership may be approved by written or verbal confirmation of the Board outside of a Board meeting, but must be confirmed at the next Board meeting.

6.3 How long will Introductory membership last?

The term of membership of a(n) Introductory Member shall be indefinite, subject to renewal according to the policies of the Corporation.

6.4 What rights do Introductory Members have?

As set out in the articles, each Member of the Introductory class is entitled to receive notice of and attend members meetings.

6.5 What classes can Members transfer to and how?

Introductory members may become Associate members by satisfying criteria set by the Board, and applying to the Board for a change in membership, or at the discretion of the Board.

Associate

6.6 Who qualifies to be a(n) Associate Member?

Associate Members shall be individuals who have been accepted for Associate membership in the Corporation.

6.7 How long will Associate membership last?

The term of membership of a(n) Associate Member shall be indefinite, subject to renewal according to the policies of the Corporation.

6.8 What rights do Associate Members have?

As set out in the articles, each Member of the Associate class is entitled to receive notice of, attend, but not vote at all Members' Meetings.

6.9 What classes can Members transfer to and how?

Associate members may become Core members by satisfying criteria set by the Board, and applying to the Board for a change in membership.

A majority of the Board can vote to change the membership class of an Associate member to Introductory, at which time their access to shop resources will be placed under the same restrictions as Introductory members

Core

6.10 Who qualifies to be a(n) Core Member?

Core Members shall be individuals who have been accepted for Core membership in the Corporation.

6.11 How long will Core membership last?

The term of membership of a(n) Core Member shall be indefinite, subject to renewal according to the policies of the Corporation.

6.12 What rights do Core Members have?

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

6.13 What classes can Members transfer to and how?

A majority of the Board can vote to change the membership class of a Core member to Associate, at which time their voting rights will be suspended and their access to shop resources will be placed under the same restrictions as Associate members

If a member is no longer core to the function of the shop they may be moved to the Associate class at the discretion of the Board.

A majority of the Board can vote to change the membership class of a Core member to Introductory, at which time their voting rights will be suspended and their access to shop resources will be placed under the same restrictions as Introductory members

Transferral of Membership

6.14 Can Members transfer their Membership to others?

Membership in the Corporation is not transferable.

Discipline of Members

6.15 Who can discipline Members or terminate their membership?

The Board, a committee of the Board or Shop Operations Manager may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws, any other reasons calling for discipline in the Discretion of Discipliner.

6.16 How much notice must be given to the Member?

The Board, a committee of the Board or Shop Operations Manager must provide 15 days written notice to a Member before passing the above-mentioned resolution.

6.17 What information should the notice include?

The notice will set out the reasons for the disciplinary action or termination of membership.

6.18 Does the Member have a right to respond?

The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

This section was...

Last Reviewed: March 20, 2025

Last Updated: March 20, 2025

- **Amended March 20th 2025** Fix missing words without materially changing the meaning or intent..

- Clarify how a member might be moved from a higher tier of membership to a lower tier.

- (Section 6.16) Changed language to be more explicit without material change to meaning.

- "individuals who membership" -> "individuals whose membership" - Conor Masterson

Section 7 – Members’ Meetings

Annual Members’ Meeting

7.1 When and where will the Annual Members’ Meeting be held?

The Board will decide the date of the Annual Members’ Meeting. The Annual Members’ Meeting will take place at Site3 Colaboratory, if possible.

7.2 What will the agenda of the Annual Members’ Meeting (AGM) 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 (if applicable)
- E. Either:
 - a. Reappoint the auditor or appoint a new public accountant to do an audit or review engagement
 - b. Waive the requirement for an auditor
- F. Elect directors
- 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?

Members, including non-voting members, have a right to submit proposals to be added to the agenda.

Members shall have the opportunity to submit items to the agenda from 30 days before the meeting, until 2 days before the meeting, at which point the agenda will be finalized.

Items must be submitted to the Board and in written form.

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.

Notice

7.7 Do we have to give advance notice of Members' Meetings? If so, what criteria must it meet?
Subject to the Act, not less than 30 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.

7.8 How much detail must the notice contain?
Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and e-Meetings

7.9 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
- prevent you from knowing how they voted.

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

7.10 What is quorum, and what happens if you lose quorum part way through the meeting?
Quorum shall be 50%+1 of voting Members.
If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Chair of the Meeting

7.11 Who will chair Members' Meetings?
The Chair shall be the chair of the Members' Meeting.

7.12 Who will chair Members' Meetings if the Chair is absent?
In the Chair's absence, a Board Member may act as Chair.

Voting

7.13 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.

7.14 How many votes will each Member have?
Each voting Member will be entitled to one vote at any Members' Meeting.

7.15 Can Members vote by proxy?
If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy. A single Member may control a maximum of 5 votes.

7.16 How will votes be taken?

Votes will be taken by show of hand or by digital or written ballot among all voting Members present unless otherwise required by the Act.

7.17 Will the chair of the meeting have a vote?

The chair of the meeting will have a vote.

7.18 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.

7.19 Will abstentions be counted as votes?

An abstention will not be considered a vote cast.

Attendance

7.20 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
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

This section was...

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- **Amended March 20th 2025** to set notification standards in line with our existing standards and practices and quorum requirements – Claire Alter

- **Amended March 20th 2025** Added option to 7.2.E: members may waive the appointment of an auditor.

- Corrected that a member may wield up to 5 *votes*, not 5 proxies (which would enable Core members to wield 6 votes)

- Updated 7.3 to clarify when and how items can be submitted. - Conor Masterson

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 by at least one of:

- To the last address on record for that director or member
- Telephone
- Prepaid mail
- Fax
- 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.

This section was...

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Section 9 - Dangerous Practices

9.1 What are Dangerous Practices?

The Shop Operations Manager & Health and Safety Officers are permitted to create a list of Dangerous Practices. The list will be made available to all members and appended to the Code of Conduct and will be updated as necessary.

Dangerous Practices can be categorized as:

Restricted: A member may petition, in writing, the Board requesting permission to perform a Restricted Practice at the Shop.

The member must demonstrate competency in execution and clean-up as well as list a schedule for the operation. The member is responsible for notifying the membership about the dangers of the practice at least 48 hours in advance. The board may reject this petition for any reason.

Forbidden: No member may under any circumstances perform, participate or facilitate a Forbidden Practice on, around or in association with the Shop.

This section was...

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Section 10 – Finances & Signing Authority

10.1 When does our financial year end?

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

10.2 Does Site 3 coLaboratory Centre for Art and Technology have a corporate seal?

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

10.3 Who has authority to sign legal documents on behalf of the Nonprofit Organization?

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

This section was...

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Section 11 – Adoption and Amendment of Bylaws

11.1 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.

11.2 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.

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

- .3 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.

This section was...

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Section 12 – Definitions & Interpretation

12.1 What if part of the Bylaw is invalid?

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

12.2 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.

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