

# London Bridge Centre Inc.

## By-Law #1 proposed Sept. 22, 2018

### Section 1 - General

#### 1.01 Definitions

In this by-law, unless the context otherwise requires:

1. "Centre" means London Bridge Centre Inc.
2. "Act" means the Corporations Act, RSO 1990 (Ontario) and, where the context requires, includes the regulations made under it, as amended or reenacted from time to time;
3. "Board" means the board of directors of London Bridge Centre Inc.;
4. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of London Bridge Centre, Inc. as amended and which are, from time to time, in force;
5. "President" is President of the Board and is synonymous with Chair of the Board;
6. "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;
7. "Director" means an individual occupying the position of director of London Bridge Centre by whatever name he or she is called;
8. "Member" means a member of London Bridge Centre Inc.;
9. "Members" means the collective membership of London Bridge Centre Inc.; and
10. "Officer" means an officer of London Bridge Centre Inc.;

#### 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

#### 1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

#### 1.04 Seal

The seal of London Bridge Centre Inc., if any, shall be in the form determined by the Board.

### 1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Centre may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Centre to be a true copy thereof.

## Section 2 - Directors

### 2.01 Election and Term

The Board of Directors shall be ~~comprised~~ composed of no more than twelve (12) and no ~~less~~ fewer than nine (9) Directors elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be three (3) years commencing from the date of the meeting at which they are elected or appointed. Directors may serve at most two (2) consecutive full terms. After an absence from the Board of one year, an individual is eligible for election for a new term. The Centre Manager is not a Director but shall be entitled to attend all meetings of the Board of Directors.

### 2.02 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if, at a meeting of the Members, a resolution is passed by two-thirds of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

### 2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
2. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.

After ~~that~~ completing a partial term, the appointee shall be eligible to be elected as a Director under Section 2.01. The partial term shall not count towards the maximum two consecutive full terms.

## **2.04 Committees**

Committees may be established by the Board as follows:

1. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## **2.05 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Centre in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

## **Section 3 - Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the President, or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days notice to each Director, stating the time and place of the meeting.

### **3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings,

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Centre not less than five days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Centre.

### **3.04 President**

The President shall preside at Board meetings. In the absence of the President,

The Vice President shall preside at the Board meeting. In the absence of the President and the Vice President, the Directors present shall choose one of their number to act as the President.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall not have a second or casting vote.

### **3.06 Quorum**

A quorum for the transaction of business at a Board of Directors meeting is a majority of Directors, whether present in person, participating by electronic means or by telephone or by proxy

### **3.07 Participation by Telephone or Other Communications Facilities**

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### **3.08 Confidentiality**

Every Director, Officer, committee member, employee and volunteer shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

### **3.08-09 Resolutions in Writing**

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

## **Section 4 - Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Centre shall be placed for safekeeping. The Board shall by resolution from time to time as necessary, designate signing officers for banking purposes. The signing officers must include the Treasurer and a minimum of three other Directors.

### **4.02 Financial Year**

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

## **Section 5 - Officers**

### **5.01 Officers**

The Board shall appoint from among the Directors a President and may appoint any other person to be Vice President, Treasurer and Secretary at its first meeting following the annual meeting of the Centre. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. The appointment of Officers shall be for a term of one (1) year and each Officer may be reappointed in the same role for at most an additional two (2) consecutive terms. After an absence from a particular Officer role of one year, an individual is again eligible for appointment in that role.

### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

### **5.03 Duties**

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

### **5.04 Duties of the President**

The President shall perform the duties described in sections 3.04 and 9.05 and Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

### **5.05 Duties of the Vice President**

The Vice President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

### **5.06 Duties of the Treasurer**

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

### **5.07 Duties of the Secretary**

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

### **5.08 Duties of Members-at-large**

Members-at-large may be assigned to participate on a committee or committees of London Bridge Centre Inc. at the direction of the Board of Directors.

## **Section 6 - Protection of Directors and Others**

### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Centre is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Centre or for joining in any receipt or for any loss, damage or expense happening to the Centre through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Centre or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Centre shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Centre with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Centre's articles and by-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Centre shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **Section 8 - Members**

### **8.01 Members**

Membership in the Centre shall consist of the incorporators named in the articles and such other persons interested in furthering the Centre's purposes and who have been accepted into membership in the Centre by resolution of the Board. Membership will be for a one (1) year term and renewable on October 1st of each year. The Board of Directors shall set the membership fee annually. Each member will provide the Centre with their current complete mailing address, telephone number and email address (if applicable).

### **8.02 Membership**

A membership in the Centre is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

### **8.03 Disciplinary Act or Termination of Membership for Cause**

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or by-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a

written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **Section 9 - Members' Meetings**

### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided) not less than 14 days 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 by-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting. No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Centre 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 requisition.

### **9.03 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy. Notice to members given by posting a notice prominently in London Bridge Centre Inc.'s place of business and on the website shall be sufficient and need not be mailed. Notice to the auditor or person appointed to conduct a review engagement must be mailed.

#### **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is the lesser of fifteen (15) or a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. 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.

#### **9.05 Chair of the Meeting**

The President shall be the chair of the Members' meeting; in the President's absence, the Vice President shall chair the Members' meeting. If the President and Vice President are absent the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

#### **9.06 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. 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 shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. 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 shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### **9.07 Adjournments**

The President may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.



## Schedule A

### Position Description of the President

#### Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and management of the Centre and the membership. The President ensures the Board discusses all matters relating to the Board's mandate.

#### Responsibilities

**Agendas:** Establishes agendas aligned with annual Board goals and presides over Board meetings. Ensures meetings are effective and efficient for the performance of governance work.

**Direction:** Serves as the Board's central point of communication with the management of the Centre; provides guidance to management regarding the Board's expectations and concerns. In collaboration with management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

**Performance Appraisal:** Leads the Board in monitoring and evaluating the performance of management through an annual process. .

**Representation:** Serves as the Board's primary contact with the membership and the public.

**Reporting:** Reports regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct:** Sets a high standard for Board conduct and enforce policies and bylaws concerning Directors' conduct.

**Mentorship:** Serves as a mentor to other Directors. Ensures all Directors contribute fully. Addresses issues associated with underperformance of individual Directors.

**Succession Planning:** Ensures succession planning occurs for management and Board.

**Committee Membership:** Shall be entitled to attend any London Bridge Centre Inc. committee or subcommittee meeting.

## **Schedule B**

### **Position Description of the Vice President**

#### **Role Statement**

The Vice President provides support to the President and temporarily carries out the duties of the President in the absence of the President.

#### **Responsibilities**

The Vice President is responsible for coordinating nominations to the Board of Directors and committees with the assistance of the Hospitality, Membership and Communications Committee.

**Representation:** In the absence of the President, serves as the Board's primary contact with the members and the public.

**Committee Membership:** Shall be entitled to attend any London Bridge Centre Inc. committee or subcommittee meeting.

## Schedule C

### Position Description of the Treasurer

#### Role Statement

The Treasurer works collaboratively with the President and management to support the Board in achieving its fiduciary responsibilities.

#### Responsibilities

**Custody of Funds:** The Treasurer shall ensure, through guidelines and segregation of duties, the custody of the funds and securities of London Bridge Centre Inc.; that full and accurate accounts of all assets, liabilities, receipts and disbursements of the Centre in the books belonging to the Centre are maintained; all monies, securities and other valuable effects in the name and to the credit of the Centre in such chartered bank or trust company are deposited; the funds of the Centre are disbursed as may be directed by proper authority taking proper vouchers for such disbursements; and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Centre. The Treasurer will cooperate and assist the Board appointed reviewer in conducting their review engagement of the accounts. As well, the Treasurer will be responsible for the timely filing of all government financial reports and documents. The Treasurer shall also perform such other duties as may from time to time be directed by the Board and may delegate the day to day accounting to a bookkeeper and supervise and review the activities of said bookkeeper.

**Board Conduct:** Maintains a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Mentorship:** Serves as a mentor to other Directors.

**Financial Statement:** Presents to the Members at the annual meeting as part of the annual report, the financial statement of the Centre approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, or the person appointed by the Board who has reviewed the accounts and disbursements as the case may be.

**Committee Membership:** The Treasurer is a member of the Finance ~~and Property~~ Committee.

## **Schedule D**

### **Position Description of the Secretary**

#### **Role Statement**

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

#### **Responsibilities**

**Board Conduct:** Supports the President in maintaining a high standard for Board conduct and uphold policies and the by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Document Management:** Keeps a roll of the names and addresses of the Members.

Ensures the proper recording and maintenance of minutes of all meetings of London Bridge Centre Inc. and the Board of Directors. Attends to correspondence on behalf of the Board. Has custody of all minute books, documents, registers and the seal of London Bridge Centre Inc. and ensures that they are maintained as required by law.

Ensures all reports are prepared and filed as required by law or requested by the Board.

**Meetings:** Gives such notice as required by the by-laws of all meetings of London Bridge Centre Inc. and the Board of Directors. Attends all meetings of London Bridge Centre Inc. and the Board of Directors.