



Bylaws

Approved by the Board of Directors: June 11, 2024

Approved by the Cecil Community Centre Membership: June 27, 2024



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Land Acknowledgement

Cecil Community Centre acknowledges that the sacred land on which this building stands has been a site of human activity for 15,000 years. This land is the traditional territory of many nations including the Mississaugas of the Credit, the Anishnabeg, the Chippewa, the Haudenosaunee and the Wendat peoples and is now home to many diverse First Nation, Inuit, and Métis Peoples. We also acknowledge that Toronto is covered by Treaty 13 signed with the Mississaugas of the Credit, and the Williams Treaties signed multiple Mississaugas and Chippewa Bands.

Today, the meeting place of Toronto is still home to many Indigenous people from across Turtle Island, and we are grateful to have the opportunity to work in the community, on this territory. We are also mindful of broken covenants and the need to strive to make right with all our relations. The original nations continue to cry out for justice. As treaty people, we commit to listen, learn and work toward justice and reconciliation.

Cecil Community Centre acknowledges all Treaty peoples – including those who came here as settlers – as migrants, either in this generation, or in generations past – and those of us who came here involuntarily, particularly those brought to these lands as a result of the Trans-Atlantic Slave Trade and Slavery. We pay tribute to those ancestors of African origin and descent.



Definitions

Ontario Not-for-Profit Corporations Act, 2010 (ONCA)

Articles of incorporation

Articles of incorporation are the documents that create the not-for-profit corporation. ONCA requires that specific information about the not-for-profit corporation be included in the articles of incorporation, including:

- the corporation's name
- the corporation's purpose
- the address of the corporation's registered office
- classes or groups of members and the voting rights of each class or group (if applicable)

Audit

An audit involves the analysis of a corporation's financial records by a person permitted to do so under the [Public Accounting Act, 2004](#), who must also be independent. Each financial statement item is tested to make reasonably sure that a corporation's financial statements accurately reflect its financial position.

By-laws

By-laws are rules that help govern the corporation's internal business and do not need to be filed with the government. By-laws regulate the activities or affairs of the corporation. They set out the rights and responsibilities of the members, directors and officers. They also set out the procedures for decision-making and provide further details about the corporation's structure.

Indemnification

Indemnification is compensation a corporation gives to its directors and officers for costs or expenses caused by lawsuits as a result of the directors and officers carrying out their work, duties or responsibilities on behalf of the corporation.

Meetings

The following are some of the common types of meetings referred to in ONCA.

Annual meeting (formerly known as "annual general meeting")

This is a meeting of the members which the directors must call annually. For more information, refer to [section 52](#) of ONCA.

Special meeting

The directors may call a special meeting of the members at any time. For more information, refer to [section 52](#) of ONCA.

Note: A meeting can be both an annual and a special meeting.

Directors' meeting

Unless the articles or by-laws state otherwise, the directors may meet at any place and after any notice period that is set out in the by-laws. For more information, refer to [section 34](#) of ONCA.

Ordinary resolution

An ordinary resolution is a decision about the corporation that is made by the members. It is approved by the majority of the votes cast at a members' meeting, or signed by all members who can vote on the resolution. For more information, refer to [section 1](#) and [section 59](#) of ONCA.

Public Benefit Corporation

Not-for-profit corporations can also be public benefit corporations if they meet the definition in *ONCA*.

Non-charitable public benefit corporation is defined in *ONCA* as a corporation that receives more than \$10,000 in a financial year either in the form of:

- donations or gifts from persons who are not members, directors, officers or employees of the corporation
- grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government. For more information, refer to [section 1](#) of *ONCA*

A non-charitable corporation is considered to be a public benefit corporation in the next financial year after it receives the sum. For more information, refer to the definition of “public benefit corporation” in [section 1](#) of *ONCA*.

Remuneration

Remuneration is payment – such as a salary that a director, officer or employee of a corporation receives – for fulfilling their work, duties or responsibilities. For more information, refer to [section 47](#) of *ONCA*.

Special resolution

A special resolution is a decision about the corporation that generally involves an important change, such as a change to the corporation’s articles or authorization for a corporation to continue into another jurisdiction.

A special resolution is approved by at least two-thirds of the votes cast at a members’ meeting or if all voting members agree. For more information, refer to [section 1](#) and [section 59](#) of *ONCA*.



Article I

NAME OF ORGANIZATION

The name of the organization is "**Cecil Community Centre**" (hereinafter called the "Centre").

Article II

OBJECTS

The object of the Centre will be to maintain, manage and operate the land and building at 58 Cecil Street in the City of Toronto as a non-profit community centre providing community services in accordance with the following guidelines:

- a) It is the goal of the Centre to meet current social, recreational, educational and cultural needs through the provision of a diversity of programs and services.
- b) All persons shall be welcome and encouraged to make full use of the Centre, its facilities and services providing such use be subject to any and all *policies* and decisions by the Board of Management.
- c) The Centre shall be community-oriented and community-controlled with priority given to residents of the area bounded by Bloor to Queen Street, Bathurst to University, and will work cooperatively with all members of the community, especially those disadvantaged by economic, social or physical circumstances.
- d) The Centre shall be carried on without purpose of gain for its members.
- e) The Centre is committed to the promotion of cooperative effort, volunteerism, inter-cultural exchange and anti-racism.

Article III

MEMBERSHIP

There shall be two categories of Membership, **Community** and **Associate**:

1. Eligibility for Membership

- a) Any person residing within the boundaries of Bloor to Queen Street, Bathurst to University, and who is in agreement with the objects of the Bylaws, may become a **Community Member**.
- b) The Board shall, from time to time, set annual membership fees.
- c) Members whose membership has lapsed shall have a grace period of two months to renew membership without loss of privileges.

2. Responsibilities of Membership

Acceptance of membership in the Community Centre shall bind the member to abide by the Constitution and by decisions of the Board of Management.

3. Privileges of Membership

Community Members of the Centre shall have the right to:

- a) vote in the election of individuals as *Board Members* of the Centre subject to the processes and limitations set forth in the Constitution;
- b) vote on any and all matters brought before the members at the Annual Meeting and any special meetings subject to the processes and limitations set forth in the Constitution;
- c) periodically receive information about the Centre and its programs;
- d) Participate in the Centre's programming (at a reduced cost where applicable);

4. Associate Membership

- a) All other persons residing outside the Centre's catchment area and who are interested in the Centre's programs and activities will be eligible to become **Associate Members** of the Centre.
- b) Associate *Members* shall enjoy all the privileges and responsibilities of membership, except those of voting at Annual and Special Meetings of the Membership.

5. Ex officio Members

The City Councillor for Ward 11 - University-Rosedale - shall be an Ex officio member of the Board of Directors.

6. Discontinuation of Membership

- a) Community members cease to be community members if and when they move out of the catchment area.
- b) Associate members cease to be associate members once they have not paid the membership fee in a given year.
- c) Associate members can become community members if they are voted in as a member of the Board of Directors.
- d) Membership is terminated when the member dies, member resigns, or member is expelled.
- e) If an individual's membership is terminated, they no longer have membership rights pursuant to Article III – (3) *Privileges of Membership*, of the Cecil Community Centre Bylaws.

7. Memberships not Transferable

- a) Memberships (Community or Associate) are not transferable.

8. Discipline and Termination of Members

- a) The The Board may discipline or expel a member as a result of a violation of the City of Toronto's Human Rights and Anti-Harassment Discrimination Policy, and/or as a result of any conduct that infringes on the rights, privileges, safety, or wellbeing of other centre users.
- b) A member must be given at least 15 days' notice before a disciplinary action or termination is taken.
- c) Members have a right to receive the reasons for their proposed discipline or termination.
- d) 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 another format allowed by the articles or bylaws.

Article IV

MEETINGS OF THE MEMBERSHIP

1. Special Meetings

A special meeting of the membership shall be called upon:

- a) a motion passed by the Board to call a special meeting;
- b) submission to the Board of a request for a special meeting signed 10% of Community Members, stating the object of the proposed meeting. A special meeting so requested shall be held not later than six weeks after the date the request was submitted to the Board.

In the case of an Annual Meeting of Members, there will be an Annual Meeting of the membership on a date which shall be determined by the Board of Directors and held within

fifteen months of the last preceding Annual Meeting, and within six months of the financial year-end.

2. Notice of Annual Meeting

Notice of the Annual Meeting shall be given at least thirty (30) calendar days in advance and in such manner to ensure that members have reasonable opportunity to receive such notice (including electronically). The notice shall advise of no less than the following:

- a) date, time and location of the meeting;
- b) availability of the Annual Report of the Board;
- c) last date for which nominations of eligible candidates to the Board will be accepted;
- d) intent to propose any amendments to the Constitution;
- e) any other proposed business

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

- a) receive reports on the work of the Centre during the preceding year and on plans for the upcoming year;
- b) elect the nominated individuals to be recommended to the City of Toronto and East York Community Council and Toronto City Council for appointment to the Board;
- c) receive the Auditor's Report;
- d) transact such other business that may properly come before the meeting

4. Notice of Special Meeting

Notice of a special meeting shall be given in the same manner as for the Annual Meeting at least fourteen (14) days prior to the meeting and shall be posted in a conspicuous place in the Centre, and shall state the nature or the business to be transacted at such meeting. The only business to be transacted will be that for which the meeting is called.

5. Right to Submit a Proposal

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:

- a) It is sent to them less than 50 days before the meeting;
- b) it does not significantly relate to the business of the Cecil Community Centre;
- c) it appears the member is abusing their right to submit a proposal for publicity; or
- d) 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.

6. Voting at Meetings of the Membership

- a) At any meeting of the membership, only *Community* 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.
- b) Members can vote electronically, by phone, or in person during the scheduled time of the members meeting.
- c) 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.

- d) Questions arising out of any annual or special meeting shall be decided by a majority vote except in the case of a two-thirds majority required to remove a *Board Member* and to amend the Constitution.

7. Proxy and Remote Voting

- a) At any meeting of the membership, all *Community Members* shall have one vote and such a vote shall be given in-person and not by proxy.
- b) Members can vote electronically, by phone, or in person during the scheduled time of the members meeting.

8. Members' Meeting Location

- a) The meeting location for a Special Members meeting will be at a location in Ontario specified by the Board.
- b) Members' meetings may be held electronically or by telephone, or in a hybrid format, as determined by the Board.

9. Quorum

- a) The presence of 10 (ten) percent of all members shall constitute a quorum at any meeting of the membership.
- b) A members' meeting may continue if we have quorum at the start of a meeting, even if we don't have quorum throughout the meeting

Article V

THE BOARD

1. The Government and Management

The government and management of the Centre shall be entrusted to a committee to be known as "The Board of Management" (hereinafter called "the Board").

- a) Any individual who is a *Community Member* or *Associate Member* of the Centre of at least 30 (thirty) days standing, who resides in the City of Toronto and has attained the age of eighteen years, and who is not an employee of the Centre or related to a current City of Toronto Councillor, is eligible to serve as a member of the Board.

2. Composition and Qualifications of the Board

The Board shall be composed of:

- a) Eleven (11) elected members who are residents of the *City of Toronto* and have attained the age of eighteen years, the majority of whom will be "*Community Members*".
- b) The City Councillor of the Ward in which Cecil Community Centre is located shall be an ex-officio member of the Board.
- c) 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.

3. Nominations and elections

- a) Procedures of the Governance Committee with respect to nominations:
 - i. The Governance Committee will make the Centre membership and community aware of the nominating procedure at least fourteen (14) days in advance of the closing date for nominations. All named nominees shall have indicated their willingness to stand for election prior to the Annual Meeting.

- ii. Nominations for the position of *Board Member* will be submitted in written form to the Governance Committee at least seven (7) days prior to the Annual Meeting at which the Board is to be elected. The Committee shall attempt to submit a nominations list at least equal to the number of vacancies required to be filled at each Annual Meeting.
- b) When there are more candidates than vacancies, the eligible nominees for the Board with the highest number of votes in an election conducted by ballot at the Annual Meeting shall be elected to fill the number of vacancies on the Board.
- c) When there is the same number of eligible nominees to the Board as Board vacancies, a *Board approved* slate of eligible nominees shall be put forward for election at the Annual General Meeting, with voting members choosing to accept or reject the slate by show of hands.
- d) Directors must sign the *Consent to Act as a First Director* form agreeing to be a director on or before the date they become directors.

4. Term of Office

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 *Board Member* 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 'Public Appointments Policy'*, as amended from time to time.

5. Vacancy on the Board

- a) The Board shall recommend to Toronto City Council that a vacancy in the office of Director shall be declared upon:
 - 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
- b) In the event of a vacancy on the Board, the Board Members then in office shall recommend a qualified person to serve as a Board Member. 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 City of Toronto Act, 2006.

6. Removal of a Board Member

- a) Any *Board Member* may be recommended to Council for removal at any time from the office of *Board Member* by a motion passed by a two-thirds majority vote at a special meeting of the membership duly called for the purpose.
- b) Three consecutive absences or missing half a year's meetings may be grounds for removal of a *Board Member* at the discretion of the Chair.

7. Directors' Expenses

Directors may not be paid salaries, but they may be reimbursed for reasonable expenses as determined by the Board

8. Board Members' Conflicts of Interest

Whenever a board member has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

9. Board Committees

Delegation of Board powers

- a) The board may delegate its powers to a committee composed of both directors and non-directors (as defined by the committee terms of reference).

The Board shall not delegate the following powers to committees:

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;
7. establish contributions to be made, or dues to be paid, by members.

- b) Standing Committees

Standing Committees shall be determined by the Board of Management which shall prescribe the powers and duties of such committees. These shall include Finance, Fundraising and Governance.

All Standing Committees shall:

1. operate within the terms of reference laid down by the Board;
2. provide an open forum for discussion by all interested parties;
3. report their deliberations, recommendations and resolutions to the Board for confirmation and for approval
4. and continue to operate for such length of time as shall be determined by the Board

- c) Other Committees

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.

- d) Meetings of Committees

1. Normally, Committees of the Board will hold their meetings at 58 Cecil Street (or electronically) at such time as the Chairperson may determine.
2. Notice of every Committee meeting will be provided to members prior to the date.

- e) Quorum

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.

f) Voting

In the event of a tie, the Chairperson shall cast a vote.

g) Executive Committee

1. The President/Chairperson, Vice Chairperson, Treasurer, and Secretary shall serve as members of the Executive Committee along with any other appointed members of the Board of Management;
2. Meets at the discretion of the Board

10. Meetings of the Board

Meetings of the Board may be held within the province in Ontario, electronically or by telephone, or in a hybrid format, as determined by the Board.

- a) Normally the Board will hold its meetings at the Centre at such times as it may determine, at least once every two months.
- b) Every Board member shall be notified at least seven (7) days prior to the proposed date of the meeting. Notice shall also be posted at the Centre in a conspicuous place, stating the date, time, and location of the meeting and the general nature of the business to be transacted.
- c) As a local board of the City of Toronto, meetings of the Board must be open to the public. 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:
 - i. the security of the property of the City, Cecil Community Centre or any other local board;
 - ii. personal matters about an identifiable individual;
 - iii. a proposed or pending acquisition or disposition of land by the City or the *Board*;
 - iv. labour relations or employee negotiations;
 - v. litigation or potential litigation;
 - vi. advice that is subject to solicitor-client privilege;
 - vii. a matter in respect of which the City Council, Board or other body may hold a closed meeting under another Act; or
 - viii. a meeting where no member of the Board discusses or otherwise deals with any matter in any way that materially advances the business or decision-making of the Board
- d) Before holding a meeting or part of a meeting that is to be closed to the public, the Board must adopt a resolution approving a closed meeting and the general nature of the matter to be considered at the closed meeting.

11. Quorum

- a) The presence of a majority of the members of the Board, who are not members of City of Toronto Council or school board trustees, shall constitute a quorum at Board meetings. If a Board member who is a member of City Council or a school board trustee is present, he or she will be counted to calculate quorum.
- b) A vacant position will not be counted to calculate quorum.

12. Voting

- a) At all meetings of the Board, every member of the Board present shall have the sole right to vote except for members who declare a conflict of interest and remove themselves from the vote.
- b) A decision or motion fails with a tied vote.

Article VI

OFFICERS OF THE BOARD

1. The Officers of the Board

- a) The Board of *Management* will elect its officers at its first meeting following the Annual Meeting.
- b) All officers must be Directors.
- c) The officers of the Board shall be: President/Chairperson, Vice-Chairperson, Treasurer, Secretary, and Past Chair (Ex-Officio).
- d) The Board may establish other offices and positions as it deems necessary, and shall prescribe the powers and duties of such officers.
- e) The term for every officer shall be two years.
- f) No member of the Board may hold more than one office at any time.

2. Vacancy

- a) Vacancy in an office position shall be declared upon:
 - i) the death of an officer;
 - ii) the resignation of an officer;
 - iii) the removal of an officer;
 - iv) the event of an officer ceasing to be a Director

- b) The Board may appoint any other *Board Member*, except as provided for in part (1) of this Article, to fill a vacant officer position, and the *Board Member* so appointed shall hold the officer position for the balance of the term of the officer whose departure created the vacancy.

3. Absence from meetings or duties

In the event of the absence of an officer, the Board may delegate the powers and duties of such officer to any other member of the Board until the return to duty of the incumbent officer.

4. Removal from office

The Board may remove any person from an office or at any time by a motion passed by a majority vote.

5. Duties of Officers

- a) The Chairperson 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 member of all committees.

- b) The Vice-Chairperson shall:
 - i) assist the Chairperson;
 - ii) act as Chairperson when:
 - i. in the event of the absence of the Chairperson until the Chairperson returns to duty;
 - ii. in the event of vacancy in the office of Chairperson, for the balance of the term of person whose departure created the vacancy
 - iii) (while acting under 1 and 2 of (b) of this Article), the Vice-Chairperson shall have all the powers and perform all the duties of the Chairperson;
 - iv) have such other powers as are assigned to the Vice-Chairperson from time to time by the Board
- 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 Centre;
 - iv) receive, examine and present to the Board the financial statements and budgets of the Centre
- d) The Secretary shall:
 - i) issue or cause to be issued notices for all meetings of the membership and the Board when directed or required 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;
 - iv) have responsibility for the membership records
- e) The Past Chair:
 - i) is a voting member of the Board
 - ii) facilitates the leadership transition of the Board;
 - iii) provides advice and support to the incoming Board Chair;
 - iv) may attend Committee meetings as a resource, non-voting, to support the ongoing work of the Board from the previous year

Every officer, at the time he/she leaves office, shall turn all the papers and documents of their office or position over to the incoming officer.

Article VII

Indemnification

Cecil Community Centre is covered under the City of Toronto's Liability and Property Insurance. This coverage includes automobile, property, general liability, and Public Officials E&O Insurance. Public Officials E&O Insurance provides coverage for liability resulting from errors or omissions in the performance of professional duties, and applies to members of the Board.

A member of the *Board* from and after election shall be indemnified and saved harmless out of the funds of the Cecil 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 and prosecuted against such member for, or in respect of, any act, deed, matter, or thing whatsoever made, done or permitted by the Board Member 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.

Article VIII

APPOINTMENT OF AGENTS AND EMPLOYEES

The Board may appoint agents and employees and they shall be paid such remuneration as the Board by resolution determines from time to time.

Article IX

SIGNATURES AND FISCAL YEAR

1. Cheques

Cheques, drafts and orders for the payment of money and all notes and bills of exchange shall be signed by the Chairperson, Treasurer, Executive Director, or other signing officers appointed by the Board of Management.

2. Contracts

Contracts, documents or instruments of writing requiring execution by the Community Centre shall be signed by the President/Chairperson, Vice-Chairperson, or delegate.

3. Fiscal Year

The fiscal year of the Community Centre shall end on the last day of December in each year.

Article X

Annual Audit

Cecil Community Centre will undertake an audit every year.

Article XI

Borrowing Money

The Board of Directors are not be permitted to borrow money on behalf of Cecil Community Centre.

Article XII

Record Keeping

Cecil Community Centre 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.

In addition to the address of Cecil Community Centre, records may be kept at the City of Toronto Archives, and may be kept in a digital format or in a cloud-based format such Google Drive or Dropbox, as long as they are also accessible at the Cecil Community Centre.

Members, their representatives, and creditors have a right to look at all the records that Cecil Community Centre keep, including board and board committee meeting minutes and financial records.

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

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

and that they will not use the list for any other purpose.

Article XIII

Amendments to the Bylaws

1. The Constitution of the Centre 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.
2. Proposals to enact, amend, repeal, or re-enact the Constitution 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 Centre no less than seven (7) days in advance of the proposed date of such Special Meeting or twenty-one (21) days in advance of the proposed date of such Annual Meeting.

Article XIV

In the event of a conflict between this Bylaws and the Ontario Not-for-Profit Corporations Act, 2010 (ONCA), ONCA shall prevail.
