



GOODERHAM & WORTS

NEIGHBOURHOOD ASSOCIATION

By-Laws of Gooderham & Worts Neighbourhood Association (GWNA) Inc.

REVISED: MARCH 8, 2021

Section 1 - General

1.01 Definitions

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

- (a) "Act" means the Corporations Act, 1990 (Ontario), or any successor legislation and, where the context requires, includes the regulations made thereunder, as amended or re-enacted from time to time;
- (b) "Board" means the Board of Directors of the Corporation;
- (c) "By-laws" means this By-law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force;
- (d) "Chair" means the person appointed to Chair a meeting pursuant to the provisions of Section 3.04;
- (e) "Corporation" means Gooderham & Worts Neighbourhood Association (GWNA) Inc.
- (f) "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- (g) "GWNA" means Gooderham & Worts Neighbourhood Association (GWNA), Inc.
- (h) "Member" means a person, Association or Corporation holding a valid and subsisting membership in accordance with Section 8;
- (i) "Members" means the collective membership of the Corporation;
- (j) "Neighbourhood" means collectively the land and structures thereon bound on the south by the Railway Line, on the north by Front Street on the east by Cherry Street and on the west by Parliament Street; and abutting the south side of Front Street from Parliament Street on the west to Cherry Street on the east;
- (k) "Officer" means an officer of the Corporation appointed or elected pursuant to Section 5 and holding such office at the relevant time.

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 Objects

The objects for which the Corporation is incorporated are:

- (a) Fostering and advancing the interests of the residents of the GWNA neighbourhood in downtown Toronto; and
- (b) Carrying on research and investigation into problems connected with ownership and development of real property in the community.

1.05 Objectives

Consistent with the Objects established in the Articles under the Act and restated in 1.04, the day-to-day objectives are established by the Members of the Corporation and include:

1. To preserve, protect and promote the neighbourhood's natural and historic features, having due regard to its distinctive character.
2. To promote measures that enhances the safety and quality of life of the residents, businesses and other organizations within its boundaries.
3. To facilitate mutually respectful relationships among residents and between residents, businesses and other organizations in furtherance of the economic and social well-being of the neighbourhood.
4. To seek to ameliorate the natural environment and to protect the health of the neighbourhood.
5. To promote an appreciation of the neighbourhood within the context of the City as a whole.
6. To present the position of the GWNA to all levels of government and to private and public sector organizations for the purposes of:
 - a. Making such organizations aware of the unique historical qualities of the neighbourhood;
 - b. Enhancing the economic and social significance of the neighbourhood; and
 - c. Influencing decisions that may affect the neighbourhood.
7. To keep the neighbourhood informed on matters likely to affect the attainment of its objectives and of actions proposed or taken by the GWNA.

1.06 Seal

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

1.07 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation 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 Corporation to be a true copy thereof.

Section 2 – Board of Directors

2.01 Composition

The Corporation shall be governed by a Board of Directors composed of not less than nine (9) and not more than eleven (11) individuals.

The Board composition shall be:

- (a) Up to eight (8) individuals who are Resident Members in good standing and elected by the Resident Members of the Corporation in good standing as defined in Section 8;
- (b) Three (3) Corporate Directors, who reside in the neighbourhood, to represent all the Condominium Corporations or Co-operative Housing Corporations holding Corporate Membership in good standing as defined in Section 8. The President or Vice President shall seek agreement of the Condominium and Co-operative Housing Corporations as to their representation. In the absence of reaching such consensus, the Board shall fill these positions by a majority vote; and
- (c) Notwithstanding (a) and (b), Resident Directors shall always form at least the majority of the Directors.

2.02 Term

The term of office of the elected Directors shall be up to 2 years from the date of the meeting at which they are elected or appointed. A Director may serve for more than one term. A Director may not serve for more than four consecutive years but is eligible for election after one year's absence from the Board.

2.03 Ineligibility

No elected representative of any level of government or of a Board of Education shall be eligible for election to the Board.

2.04 Vacancies

The office of a Director shall be vacated immediately:

- (a) If the Director resigns office by written notice to the President, Vice-President or Secretary, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means, provided that they are not the holder of the office to which it has been delivered or sent, which resignation shall be effective the next business day after it was so delivered or sent;
- (b) If the Director dies or becomes bankrupt;
- (c) If the Director is found to be incapable of managing property by a court or under Ontario law;
- (d) If, at a meeting of the Members, a resolution is passed by at least a 2/3rds majority of the votes cast by the Members present removing the Director before the expiration of the Director's term of office; or
- (e) If, in the event a Director is absent from three consecutive meetings without a satisfactory reason provided in writing to the President, a resolution is passed by at least a majority of the votes cast by Directors, present at a meeting of the Board, removing the Director before the expiration of the Director's term.

2.05 Filling Vacancies

A vacancy on the Board otherwise elected pursuant to 2.01(a) shall be filled as follows:

- (a) A quorum of Directors may fill a vacancy on the Board by a majority vote;

- (b) If as a result of the vacancy or after an annual election there is not a majority of Directors in office, the Directors in office shall, without delay, call a Special Meeting of Members to fill the vacancy or vacancies required to remedy the shortfall in the number of Directors and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.
- (d) Where an Associate Member has unique experience or a particular skill set, the individual may be considered for filling a vacancy on the Board by a unanimous vote of Directors but such Member is not eligible to be considered for election to the Board at the Annual General Meeting.

Any Director elected pursuant to the foregoing to fill a vacancy shall hold office for the remainder of the unexpired portion of the term of the vacating or removed Director.

After that, the individual filling such vacancy shall be eligible to be elected as a Director and the period of service of any Director appointed pursuant to the foregoing shall not be included in any calculation pursuant to Section 2.02.

2.06 Committees

- (a) The Board may form Standing Committees and such Committees shall be responsible for the duties assigned under Board approved Terms of Reference, or by the Board, from time to time. The Standing Committees of the GWNA include:
 - i. Communications
 - ii. Development
 - iii. GWNA Roundtable
 - iv. Membership
 - v. Nominating
- (b) Subject to the limitations on delegation set out in the Act, the Board may establish any Ad-hoc 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 Ad-hoc Committee by resolution at any time.
- (c) The conduct of Standing and Ad-hoc Committees shall be governed by a Committee Protocol established by the Board.
- (d) The Terms of Reference and the Committee Protocol referred to in this Section may be amended from time to time by a simple majority of the Board.

2.07 Nominating Committee

The Nominating Committee shall:

- (a) Be appointed by the Board no later than November 30th each year and be responsible for the nomination and election of Directors;
- (b) Consist only of Resident Members and shall have a minimum of four Members; and
- (c) Be deemed to cease to exist at the conclusion of the subsequent Annual General Meeting.

2.08 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any remuneration, compensation profit from occupying the position of

Director services they provide to the Corporation in their capacity other than as Directors; provided that Directors may be reimbursed for expenses incurred for, in the name of, or on behalf of the Corporation and previously approved by the Board.

Section 3 - Board Meetings

3.01 Calling of Meetings

The President or any two Directors may call meetings of the Board at any time and any place on notice as required by this By-law.

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. The Board shall meet, at a minimum, once every three months. Any Member or Resident may attend, as observers, any meeting of the Board, except when the Board at or prior to such meeting determine by 2/3rds that the material to be discussed is confidential or of a minor administrative or procedural nature.

3.03 Notice of Meetings

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 Corporation and Members not less than seven 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 Corporation.

3.04 Chair of the Meeting

The President, if present, shall Chair Board meetings. In the absence of the President, the Vice-President, if present, shall act as Chair and in the absence of both officers, the Directors present shall choose one of the Directors to act as the Chair.

3.05 Quorum

A quorum for the transaction of any business at a Board meeting is a majority of the Board of Directors present in person or remotely by such telephonic, electronic, or other communications facilities as to permit all persons participating in the meeting to communicate adequately with each other during the meeting. If quorum is present at the opening of a meeting of the Board, under the discretion of the Chair, the Board may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.06 Voting

- (a) Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes of those present unless otherwise required by applicable legislation. If there is a tie vote, the motion does not pass; the Chair shall not have a second or casting vote.
- (b) Unless stated otherwise by the Act or elsewhere in these By-laws, decisions of the Board of Directors on resolutions raised outside of Board meetings by means of email or similar communication shall be by simple majority. Confirmation of this type of vote will be made at the next regularly scheduled meeting.

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 Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation shall be the calendar year (i.e., January 1 to December 31) or on such other twelve month period as the Board may from time to time by resolution determine.

Section 5 - Officers and Directors

5.01 Officers

- (a) The Board shall appoint from among the Directors a President, Vice President, Treasurer and Secretary at its first meeting following the Annual Meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer.
- (b) The immediate Past President of the Board of Directors, if not otherwise elected to the Board, will be an ex officio member of the Board until the first Board meeting following the Annual General Meeting.

5.02 Office Held at Board's Discretion

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

5.03 Duties

Officers, Corporate Directors, and Directors at Large shall be responsible for the Duties assigned to them under Board approved Terms of Reference, or by the Board, from time to time. The Terms of Reference may be amended from time to time by a simple majority of the Board.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or Committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, Committee member or employee of the Corporation 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 or for 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 or for 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 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 Corporation'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 Corporation 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

The GWNA shall have the following classes of Members:

- (a) Resident Membership. After an application accepted by the Board, every person having attained his or her sixteenth birthday and living in the neighbourhood is eligible for Resident Membership.
- (b) Corporate Membership. All Condominium Corporations or Co-operative Housing Corporations within the neighbourhood are eligible to be Members.
- (c) Associate Membership. Any individual or organization subscribing to the goals of the GWNA may become an Associate Member if approved by the Board.

8.02 Membership

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

8.03 Fees

Fees for membership shall be valid for a calendar year and may be purchased at any time. Memberships purchased after October 31st shall be valid until the end of the following calendar year. The membership fees shall be levied annually as follows:

- (a) Resident fees shall be in an amount specified each year by the Board and ratified by the Members; and
- (b) Corporate fees shall be based on a cost per unit of each Condominium Corporation or Co-operative Housing Corporation to be specified each year by the Board and ratified by Members; and
- (c) Associate fees shall be in an amount specified each year by the Board and ratified by Members; the fee may be different for an individual than for an organization.

8.04 Good Standing

Members in good standing are those persons or organizations eligible for membership and have paid the annual membership fee and whose membership is not subject to disciplinary action or termination of membership for cause under 8.05.

8.05 Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution terminating a membership for violating any provision of the Articles or By-laws.

2. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the 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 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 the City of Toronto fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the Annual Meeting, with a copy of the approved financial statements and other financial information required by the By-laws or Articles.

The business transacted at the Annual Meeting shall include:

- (a) Receipt of the Agenda;
- (b) Receipt of the Minutes of the previous Annual and subsequent Special Meetings;
- (c) Consideration of the financial statements;
- (d) Consideration of the annual membership fees;
- (e) Reports of the President and Board Committees;
- (f) Election of Directors; and
- (g) 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 at least 12 Members in good standing 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 requisition.

9.03 Notice of Meeting

Subject to the Act, not less than 30 days written notice of any Annual or Special Members' meeting shall be given in the manner specified in the Act to each Member. 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.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is at least 30 Resident Members, including the Board of Directors, in good standing and entitled to vote at the meeting, present in person or remotely by such telephonic, electronic, or other communications facilities as to permit all persons participating in the meeting to communicate adequately with each other during the meeting. 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, if present, shall be the Chair of the Members' meeting. In the absence of the President, the Vice-President, if present, shall act as Chair and in the absence of both officers, 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 the Members present 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:

- (a) Each Resident Member shall be entitled to one vote at any meeting;
- (b) Votes shall be taken by a show of hands among all Resident Members present and the Chair of the meeting, if a Resident Member, shall have a vote;
- (c) An abstention shall not be considered a vote cast;
- (d) Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Resident 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;
- (e) 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
- (f) 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 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Resident Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that 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 thereto.

10.02 Computation of Time

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 shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Resident Members may from time to time amend this By-law by a vote of two-thirds of votes cast by Members physically present at an Annual Meeting.

Enacted March 27, 2017
Phylis Coles, President
Barbara Nelson, Secretary