

PERTH SENIORS FELLOWSHIP
ORGANIZATIONAL BY-LAW

Enacted: March 5, 2026, subject to the Act pending next members' meeting
Last Amended:

The Board of Directors enacts as a by-law of PERTH SENIORS FELLOWSHIP as follows:

Section 1 - General

1.01 Definitions

In this By-law and all other By-laws and the policies of the Perth Seniors Fellowship, unless the context otherwise requires:

- a. "Act" means the [*Not-for-Profit Corporations Act, 2010 \(Ontario\)*](#) and, where the context requires, includes the regulations made under it, as amended or re-enacted;
- b. "Articles" means the letters patent, supplementary letters patent, articles of amendment or, following a restatement, the restated articles of incorporation and any subsequent articles of amendment;
- c. "Board" means the board of Directors of the Fellowship;
- d. "By-laws" means this By-law and all other By-laws of the Fellowship as amended and which are in force and effect;
- e. "Chair" means the chair of the Board;
- f. "Fellowship" means Perth Seniors Fellowship, a charity incorporated under the Act;
- g. "Director" means an individual occupying the position of a voting director – as that term is defined in the Act – on the Board of the Fellowship;
- h. "Member" means a member of the Fellowship;
- i. "Members" means the collective membership of the Fellowship; and
- j. "Officer" means an officer – as that term is defined in the Act – of the Fellowship appointed by the Board.

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. In case of any inconsistency between this By-law and the articles or the Act, the provisions contained in the articles or the *Act* shall prevail.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Fellowship may be signed by any two of its Officers or Directors. In addition, the Board may direct the manner in which and the person by whom a particular document or type of document shall be executed.

1.05 Seal

The seal of the Fellowship shall be in the form determined by the Board. It shall be kept in the custody of an Officer of the corporation at all times. Any person authorized to sign any document may affix the corporate seal where required.

Section 2 - Directors

2.01 Election and Term

The Directors shall be elected by the Members at the annual general meeting (AGM) for a term of up to three years or until their successors are elected or appointed.

2.02 Qualification of Directors

Provided no less than sixty per cent of the Board is composed of members immediately following the election, a Director to be elected who is otherwise not disqualified by section 23 (1) of the Act need not be a member.

2.03 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Fellowship, which resignation shall be effective at the time it is received by the Fellowship or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- c. a quorum of Directors may fill a vacancy among the Directors, and

and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor

2.05 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number 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; and
- b. 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.
- c. The Board shall determine the composition and terms of reference for any such committee.
- d. The Board may dissolve any committee by resolution at any time.

2.06 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; subject to the following:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Fellowship 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*; and
- c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario [Regulation 4/01](#) made under the [Charities Accounting Act](#).

2.07 Minimum and Maximum Numbers of Directors

The minimum number of Directors is 3 and the maximum is 15. In the event of changes to the Articles that set out a different number, the minimum and maximum numbers in the previous sentence may be updated without passing an amendment

2.08 Quorum

A quorum for the transaction of business at a Board meeting is constituted by a majority of Directors. If a quorum is present at the opening of a Board meeting, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, the Executive Director or any two Directors at any time and any place on notice as required by this By-law.

3.02 Regular Meetings

The Board shall regularly meet nine times per year, generally once a month, except during the months of July, August and December.

3.02 Ad-hoc Meetings

In addition to the regular meetings, an *ad-hoc* meeting may be called.

3.03 Notice

(1) The Board may fix any place and any time of regular Board meetings and send a notice fixing the place and time of such meetings to each Director.

(2) 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 Fellowship not less than three 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 general meeting of the Fellowship.

(3) A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. In such case, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including instructions for voting by such means at the meeting.

3.04 Chair

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

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 a tie vote, the Chair shall not have a second or casting vote.

3.06 Participation by Telephonic or Electronic Means

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

3.07 Secretary

In the absence of a Secretary appointed under section 5.01, the Board may elect a secretary for the duration of the Board meeting. In the absence of a secretary, the meeting shall be audio-recorded and transcribed by any Officer or employee.

Section 4 - Financial

4.01 Banking

The Board shall by resolution designate the bank in which the money, bonds or other securities of the Fellowship shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Fellowship ends on March 31 in each year or on such other date as the Board may determine.

Section 5 – Executive Management

5.01 Officers

The Board

- a. shall appoint from among the Directors a Chair and Vice Chair,
- b. shall appoint any person hired by the Board to be the Executive Director, and
- c. may appoint any person to be any other Officer by whatever title it sees fit.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them by the Board. They may delegate to others the performance of any or all of such duties. In addition, each Officer supervises the conduct of the employees, volunteers and third party service providers reporting to them.

Section 6 - Protection of Directors and Others

6.01 Limitation on Liability

No Director, Officer or committee member of the Fellowship is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Fellowship or for joining in any receipt or for any loss, damage or expense happening to the Fellowship through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Fellowship or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Fellowship 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 Fellowship 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:

- a. complied with the *Act* and the Fellowship's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the *Act*.

6.02 Insurance

The Board shall ensure that the Fellowship maintains sufficient commercial general liability insurance and insurance covering Directors, Officers, committee members and employees of the Fellowship for errors and omissions while fulfilling their duties.

Section 7 - Conflict of Interest

7.01 Contract or Transaction with Directors

(1) A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Fellowship 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 Fellowship shall make the disclosure required by the Act.

(2) Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed participate in discussion, or vote on any resolution to approve any such contract or transaction.

7.02 Financial Benefit

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Fellowship unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

7.03 Conflict with Activity Groups

No Director shall attend any part of a meeting of Directors at which any matter concerning any particular activity group of which the Director is a leader or participant is discussed or vote on any such matter.

Section 8 - Members

8.01 Member Application

Membership in the Fellowship is open to all persons interested in furthering the Fellowship's purposes and who have been accepted by any Officer of the Fellowship upon consideration of an application duly completed by such persons and accompanied by the required membership fee fixed by the Board.

8.02 Membership transferability and termination

A membership in the Fellowship is not transferable and automatically terminates in the circumstances specified by the *Act* or policies enacted by the Board.

8.03 Disciplinary Act or Termination of Membership for Cause

(1) Upon 15 days' written notice to a Member given by any Officer of the Fellowship, the Board may pass a resolution authorizing disciplinary action or the termination of

membership for violating any provision of the articles, By-laws or policies enacted by the Board.

(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.

8.04 Policies

The Board may by policies prescribe rules and procedures for applications, remissions/refunds, appeals, disciplinary acts and termination of membership for cause, and honorary membership.

Section 9 - Members' Meetings

9.01 Annual General Meeting

(1) The annual general meeting (AGM) shall be held on a day and at a place within Lanark County fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual general 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.

(2) The business transacted at the annual general meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual general and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

(3) No other item of business shall be included on the agenda for the annual general meeting unless a Member has given notice to the Fellowship of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of the annual general meeting.

(4) A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. It must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of no less than three Members sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

9.03 Notice

(1) 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, each Director 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, and state the text of any special resolution to be submitted to the meeting.

(2) A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including instructions for voting by such means at the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is constituted by a minimum of three Members entitled to vote at 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 Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice Chair shall preside. In the event both the Chair and the Vice Chair 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:

- a. each Member shall be entitled to one vote at any meeting;
- b. 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;
- 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 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 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- a. The time of the continued meeting, and
- b. the place of the continued meeting or
- c. instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including instructions for voting by such means at the meeting.

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.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Fellowship, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Fellowship 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 Members present at the meeting.

9.09 Secretary

In the absence of a secretary appointed under section 5.01, the Members may elect a secretary for the duration of the member's meeting. In the absence of a secretary, the meeting shall be audio-recorded and transcribed by any Officer or employee.

Section 10 - Notices

10.01 Service

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 of the Fellowship shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Fellowship; and to such Director at his or her latest address as shown in the records of the Fellowship or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement or the non-receipt of any notice by any such person where the Fellowship has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Board may in accordance with the *Act* amend or repeal and replace this By-law or make and amend any other By-Law.

11.02 Coming into Force

Subject to the Act, this By-law comes into force on the day on which it is enacted.

11.03 Publication

This By-law, together with the incorporating documents, other By-Laws and policies of the Fellowship, shall be published on the website of the Fellowship at www.perthseniors.ca.

11.04 Repeal provisions

(1) Subject to subsection (2), the PERTH AND DISTRICT SENIORS CRAFT FELLOWSHIP BY-LAW No. 1, enacted on 18th day of April, 1975, last revised on June 16th, 2012, is repealed.

(2) The enactment of this By-Law shall be reported to the members at the first meeting of members after it comes into force and if at said meeting, the members vote to reject this By-law, it is then deemed repealed and of no further force and effect.

ENACTED at Perth, Ontario on March 5, 2026.

[Original signed by Wendy Quarrington]
Signature of Chair

Wendy Quarrington
Name of Chair

[Original signed by Chris Bernier]
Signature of Secretary

Chris Bernier
Name of Secretary