



Federation of
South Toronto
RESIDENTS'
ASSOCIATIONS

FoSTRA By-laws

By-law No.3

Approved
March 30, 2023

By-law No.2
A by-law relating generally to the conduct of the affairs of the
FEDERATION OF RESIDENTS' ASSOCIATIONS
(the "Corporation")

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The Corporation

The name of the Federation is: -

1) Federation of South Toronto Residents' Associations, (hereinafter referred to as the ("Corporation")).

The Corporation is incorporated federally under the Canada Not-for-profit Corporations Act:

- 1) Business number 767495468RC0001 dated 03 March 2021.
- 2) Certificate of Incorporation number 1288445-3

Until changed in accordance with the Act, the registered office of the Corporation shall at all times have a registered office in the province in Canada specified in its Articles and thereafter as the members may, from time to time, determine by amending the By-laws, and at such location therein as the board may, from time to time, determine by resolution.

A corporation shall prepare and maintain, at its registered office or at any other place in Canada designated by the directors, records containing (i) the Articles and the By-laws, and amendments to them; (ii) the minutes of meetings of members and any committee of members; (iii) the resolutions of members and any committee of members; (iv) a register of directors; (v) a register of officers; and (vi) a register of members.

Be it enacted as a by-law of the Corporation as follows:

01. Definitions.

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time

"**AGM**" refers to the annual general meeting.

"**Articles**" means the original or restated Articles of incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival of the Corporation;

"**Board**" means the Board of Directors of the Corporation and "Director" means a member of the Board;

"**By-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**Code of Conduct**" means the code of conduct approved by the board and members of the Corporation, as amended from time to time;

"**Delegate**" is a representative chosen by the respective RA organization who physically resides within the Corporation's catchment area and is authorized to attend and vote at any Corporation meetings, events and participate in any Corporation initiatives.

"**Dormant RA**" is defined as a resident association or community organization that is inactive.

"**FoSTRA**" refers to the Federation of South Toronto Residents' Associations, (the "Corporation");

"Friend(s) of FoSTRA" refers to individuals not represented by a RA within the Corporation's catchment area or local businesses, local Business Improvement Area, local community organizations, local elected politicians and city officials. This designation is also available to other community representatives outside the Corporation's catchment area as specified in section 16.2.

"Meeting of members" includes an annual meeting of members or a meeting of RA members called by the Board;

"Officers" are defined as the Chair, Vice-Chair, Treasurer and Secretary and are Directors and members of the Board;

"Ordinary resolution" means a resolution passed by a majority of 50% plus 1 of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

"RA" means Residents' Association.

"RA members" include Residents' Associations, Ratepayers' Associations, Community Associations, Neighbourhood Associations, Housing Co-operatives and Tenants' Associations.

"Ward Director" is a member of the Board that is elected or appointed by the Board and must physically reside within the Ward catchment area they represent.

02. Interpretation.

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

03. Official Catchment Area.

The catchment area of the Corporation in the city of Toronto are Wards 4, 9, 10, 13, which are also the provincial Electoral Districts and federal Electoral Districts of High Park-Parkdale, Davenport, Spadina-Fort York, Toronto Centre, and for Ward 11, University-Rosedale, south of Bloor. The Catchment area may be expanded or adjusted by a Members Meeting.

04. Mission.

The Corporation is a public policy coalition that aims to have influence at all levels of government, including municipal, provincial and federal, by creating an open, informed, and transparent forum for collective community consultations on proposed planning and policy action.

05. Mandate.

The Corporation is a non-partisan federation that collaborates to:

- a) Help shape the creation of policies at all levels of government;
- b) Preserve and enhance the quality of life for Torontonians;

- c) Promote neighbourhood identity and vitality, and;
- d) Ensure responsible and respectful development within its catchment area.

06. Objectives.

The objectives of the Corporation are to:

- a) Ensure that property development is responsible, respectful of community identity and aligned with long-term planning objectives.
- b) Ensure that infrastructure (transit, services, parks, playgrounds, schools and maintenance) supports population growth.
- c) Advocate for heritage preservation and the development of programs/facilities (cultural, artistic and historical) so essential to the enjoyment of living in Toronto.
- d) Foster safe, diverse, inclusive and welcoming communities.
- e) Preserve and foster environmental initiatives that will ensure good stewardship of our natural resources and promote programs/legislation so that society's consumption/output is dealt with in a responsible and sustainable manner.
- f) Advocate for democratic self-determination of municipal planning processes, free from provincial and/or federal interference.
- g) Share and leverage "Best Practices" with members and act as a resource.
- h) Collaborate with local businesses, Business Improvement Areas and other stakeholders where interests are aligned.

Any other objectives that the Board may deem appropriate from time to time.

07. Execution of Documents.

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons 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 signing Officer may obtain a certified true copy of any instrument, resolution, by-law or other document of the Corporation.

08. Fiscal Year and Annual Budget.

The fiscal year of the Corporation will be from January 1 through December 31. The Corporation will operate under an annual budget established by the Treasurer and the Board and approved at the AGM for the coming fiscal year. The budget may be amended by a member's meeting. The Board is responsible for overseeing the annual budget and the reimbursement of any out-of-pocket member expenses that may arise.

09. Banking Arrangements.

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

10. Borrowing Powers.

The Board, Committee Chairs, Committee members, RA delegates or non-voting members are not permitted to do the following:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c) give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

11. Annual Financial Statements.

The Corporation may send a summary to each RA member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

12. Conflict of Interest.

The Board has the responsibility of creating a culture of candor over conflict of interest where Directors can express conflicts or suspected conflicts candidly and confidently, without fear of judgement. Discussing conflicts of interest shall fall under Board development and be on the agenda of every meeting.

A Board member or Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation or any other matter addressed by the Board, shall make the disclosure required by the Act. Any such contract or transaction or proposed contract or transaction shall be referred to the Board or members for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or the members. 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. Complying with a conflict of interest is not an option; it is a requirement of all Directors.

Documenting disclosure of a conflict of interest must be recorded in the Board minutes. The minutes should name the Board Director with the conflict, disclose the type of conflict and state how the Board managed it. The minutes should clarify whether Board discussions about the matter took place with the affected Board Director inside or outside of the room. Most importantly, the minutes should state whether the Board took a vote on the matter and whether the Director with the conflict voted or abstained.

In addition to Directors, RA members and Friends of FoSTRA are expected to comply with the Conflict-of-Interest policy of the Corporation.

13. Indemnity.

Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or Officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, provided:

- a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Corporation shall also indemnify such individuals in such other circumstances as the Act permits or requires. Nothing in this By-law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this By-law.

14. Insurance.

Subject to the Act, the Corporation will purchase and maintain insurance for the benefit of any individual referred to in section 13 against such liabilities and in such amounts as the Board may, from time to time, determine and as permitted by the Act.

15. Dissolution and Liquidation.

If the Corporation is dissolved or liquidated it shall do so in accordance with the Act.

Membership

16. Membership Conditions.

16.1. Voting members are RA members which the Corporation has designated as:

- a) Voting members shall consist of any organization that represents residents within the Corporation's catchment area including; residents' associations, ratepayers' associations, community associations, neighbourhood associations, housing co-operatives and tenants' associations who have submitted to the Corporation their membership application form, signed by the President, Secretary, Chair or Founder and have been formally approved as a RA voting member by the Board or a delegate of the Board.
- b) RA members shall pay an annual fee as set by the Board. Each RA member organization may choose up to three delegates, a primary delegate and two additional delegates. All delegates must physically reside within the catchment area of the organization they represent. All three delegates may attend any meeting of the Corporation, and may participate in any Corporation events, committees or initiatives.
- c) If a RA member wishes to change their delegate representative(s) they can do so at any time with written notice to the Secretary, except during the election period from the date of the close of nominations to the end of the voting process.
- d) Each RA member is entitled to one (1) vote at Members Meetings, Annual General Meetings and any Special Meetings, where motions are proposed for voting. Under normal circumstances the primary delegate acts as the RA's voting delegate. However, when this delegate is not in attendance at a meeting where a vote is called, either one of the other 2 (two) delegates may vote provided that the Chair of the meeting is informed of who the voting delegate is prior to the vote taking place.
- e) RA member voting with regards to the election of Officers and Ward Directors shall occur as specified in sections 44, 45 and 47.

16.2. Non-voting members are referred to as 'Friends of FoSTRA', which the Corporation has designated as:

- a) any community representatives within the Corporation's catchment such as businesses or Business Improvement Areas; other local interests or community organizations; local elected politicians or their delegates from whatever party or affiliation and city officials. Individuals that are residents are eligible to join if there is a dormant RA or if there is no RA present in the area where they physically reside;
- b) any community representatives outside of the Corporation's catchment such as RAs, community organizations or individuals are eligible to join if they are interested in participating;
- c) any organization or individual having submitted to the Corporation their application form, signed by the President, Secretary, Chair or Founder and have been formally approved as a non-voting member by the Board or a delegate of the Board;

16.3. The Board, in seeking advice and counsel may invite individuals with community, government, or business experience to become a Friend of FoSTRA which will as a result become:

- a) entitled to receive notice of and attend Members Meetings, Annual General Meetings, Committee Meetings, Special Meeting and to speak when invited to by the Meeting Chair; and
- b) able to participate in the Corporation's events, committees or initiatives in accordance with the policies of the Corporation.

16.4. RA members and Friends of FoSTRA shall agree that they are aligned with the Corporation's mission, mandate and objectives and will comply with the Corporation's policies as posted on the Corporation's website.

17. Membership Dues.

Membership is yearly from January 1st to December 31st. Members shall be notified (in writing or by means of a telephonic, electronic or other communication facility), of the membership dues and when they should be paid, along with the banking details required. If the money due is not paid within two (2) calendar months of the renewal date, the members in default shall automatically cease to be members of the Corporation. They may reapply to join at any time with the correct fee.

18. Transfer of Membership.

Membership in the Corporation is not transferable.

19. Discipline of Members.

The Board shall have authority to suspend or expel any RA member or its representative from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or policies of the Corporation, including the Corporation's Code of Conduct;
- b) carrying out any conduct which may be detrimental to The Corporation, or cause The Corporation reputational harm, as determined by the Board in its sole discretion; and
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation. In the event that the Board determines that a RA member or its representative should be expelled or suspended from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide twenty-one (21) days notice of suspension from the day after determination of expulsion to the RA member and its representatives and shall provide

reasons for the proposed suspension or expulsion. The RA member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within that twenty-one (21) day period. In the event that no written submissions are received by the Chair, or such other Officer as may be designated by the Board, the Board may proceed to notify the RA member that the RA member or its representative is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty-one (21) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the RA member or its representative, without any further right of appeal.

20. Termination of Membership.

Membership in the Corporation shall be terminated when:

- a) a RA member is dissolved;
- b) a RA member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c) the RA member resigns by delivering a written resignation to the Chair of the Board of The Corporation. The resignation shall be effective on the date specified in the resignation communication;
- d) if a RA member's representative is expelled in accordance with the Act or is otherwise terminated in accordance with the Corporations by-laws, the RA will be asked to appoint another representative; or
- e) a RA member's term of membership expires.

21. Mediation and Arbitration.

Disputes or controversies among members, Directors, Officers, Committee Members, or Volunteers of the Corporation are as much as possible to be resolved by the Board.

22. Dispute Resolution Mechanism.

In the event that a dispute or controversy among members, Directors, Officers, Committee Members or Volunteers of The Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of The Corporation is not resolved in private meetings between the parties then the matter is brought before a general meeting, notice being given in accordance with section 23.1 and if necessary, action under section 24 shall be taken.

Members Meetings

23. Notice of RA members meetings and AGM.

23.1. Notice of the time and place of a meeting of members shall be given to each RA member by telephonic, electronic or other communication facility, not less than 21 days before the day on which the meeting is to be held. If the RA primary and secondary delegates are unable to attend a meeting, an interim delegate may be appointed and the Secretary must be notified in writing, prior to the commencement of the meeting for the interim delegate to be recorded as authorised to attend the meeting.

23.2. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery at the member's expense.

23.3. Notice of the time and place of the AGM shall be given to each RA member once a year and held within the financial and membership year.

24. RA Members or Delegates calling a Members Meeting.

24.1. The Board of Directors shall call a special meeting of RA members on written requisition of members with the item for debate clearly described so as to permit a member to form a reasoned judgement on the business and also state the text of any special resolution to be submitted to the meeting and signed by not less than 20% of the RA members.

24.2. If the Directors do not call a special meeting within a period of 21 days after receiving the requisition, the members who signed the requisition shall hold the special meeting and debate the item on the requisition.

24.3. The result of the debate will be given to the Secretary by the Chair of the special meeting as soon as possible by any means including “telephonic, electronic or other communication facility”.

25. Absentee Voting at Members Meetings.

Only RA members present at a duly authorised meeting of the Corporation are allowed to vote.

26. Publishing Annual General Meeting Papers.

26.1. Annual General Meeting papers and minutes shall be posted on the Corporation’s web-site provided that they are also published in accordance with section 23.

26.2. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery and the member shall pay the full cost.

27. Frequency and Place of Members’ Meetings.

Members’ meetings will be scheduled at least once per quarter.

As far as reasonably practicable, any scheduled face-to-face meetings will be held at a designated accessible location in the catchment area of the Corporation. The Corporation may hold any members meeting by telephonic, electronic or any other required communication facility in accordance with section 32.

28. Persons Entitled to be Present at Members' Meetings.

RA members, Friends of FoSTRA, invited guests, Directors, Officers and the public accountant of the Corporation are entitled to be present at a meeting of members. However, Friends of FoSTRA and invited guests cannot speak unless invited by the Chair and they cannot vote.

29. Chair of Members' Meetings and Meeting Procedures.

In the event that the Chair of the Board and the Vice-chair of the Board are absent, a member who has been pre-authorised by the Chair or Vice Chair will chair the meeting. If none of the above are present no meeting shall take place and the Secretary shall be advised to reschedule.

Procedures on how members meetings are conducted shall be in accordance with the Act and Corporation policies.

30. Quorum at Members’ Meetings.

A quorum at any meeting of the members shall be a minimum of 30% of RA Members and at least two (2) members of the Board. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting

31. Voting at Members' Meetings.

31.1. The Corporation will operate using a simple majority vote at any meeting of members. If a question must be voted on, it shall be determined by a majority of the votes (50% +1) cast on the questions, among RA members present. In the event of a tie, the motion fails.

31.2. However, there will be occasions that require a two-thirds (2/3) majority, either at the Board's discretion, or a vote on a motion which amends the constitution or bylaws, closes limits or extends the limits of debate.

32. Participation by Electronic Means at Members' Meetings.

When the Corporation meets, it must ensure that all the participants can communicate adequately with each other during a meeting of members, such that any RA member, organization or individual entitled to attend such a meeting may participate in the meeting. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section **who is entitled to vote** at that meeting may vote, by means of any telephonic, electronic or other communication facility. Non-voting participants can speak at meetings when invited to by the Chair.

Board of Directors

33. Number and Qualifications of Directors.

The number of board Directors in the Corporation and their qualifications shall be as follows:

- a) The Board shall consist of a minimum of three (3) to a maximum of eleven (11) Directors. The number of Directors shall be determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the required number, by resolution of the Board.
- b) a Director must physically reside within the catchment area of the member RA they represent, and shall maintain a good standing with that RA and with the Corporation at the time of the election and throughout their term of office.
- c) an individual in accordance with the Act, who is not disqualified from being a Director of the Corporation.

34. Term of Office of Directors and Officers.

Normally the term of Office of Directors and Officers is two (2) years with the Chair, Treasurer and Directors for Wards 9 and 10 elected in odd numbered years, the Vice-Chair, Secretary and Directors for Wards 4, 11 & 13 elected in even numbered years as detailed in section 45.

Should a mid-term vacancy occur, this shall be filled as specified in section 42.

35. Calling of Meetings of Board of Directors.

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

36. Notice of a Meeting of the Board of Directors.

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than (7) days before the time when the meeting is to be held by one of the following methods: by telephonic, electronic or other communication facility at the Director's recorded address for that purpose; the notice of meeting will specify the purpose or the business to be transacted at the meeting. At the discretion of Chair, Vice-Chair or Secretary for urgent matters, Directors' meetings can be held with a 24- hour notice period provided a majority quorum is available to attend and Directors agree to the short notice.

37. Regular Meetings of the Board of Directors.

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings. The quorum for meetings of the Board is 50%. The Board must meet at least twice a year, just before and soon after the AGM.

38. Voting at Meetings of the Board of Directors.

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

39. Committees of the Board of Directors.

Any member of a RA can participate on committees of FoSTRA. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. All Committee appointments shall be reviewed annually and approved by resolution by the Board. Any such committee may formulate its own rules of procedures, subject to such regulations or directions as the Board may from time to time make. Any committee chair or committee member may be removed by resolution of the Board.

40. Removal of a Ward Director or an Officer.

The voting RA members in good standing may, by resolution passed by a majority of the votes cast at a meeting of members of which notice specifying the intention to pass the resolution has been given, remove any Director or Officer before the expiration of the term of office. Members must be told, when given notice of the meeting, that they will be voting to remove a Ward Director or Officer. Vacancies shall be filled according as specified in section 42.

41. Officers and Ward Directors of The Corporation.

Position Description of the Chair

Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to external parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates cooperative relationships among Directors and between the Board and the executive of the Corporation. The Chair ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas ~ Establish agendas aligned with annual Board goals and preside over meetings of the Board. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction ~ Serve as the Board's central point of communication and provide guidance regarding the Board's expectations and concerns.

Work ~ Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation ~ Serve as the Board's primary contact with the public. All public statements and external communications prior to being required to be released or submitted must be authorized and have the approval of the Board.

Reporting ~ Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct ~ Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship ~ Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning ~ Ensure succession planning occurs for the Board.

Committee Membership ~ May serve as member on all Board committees or Chair any Committee of the Corporation.

Position Description of the Vice-Chair

Role Statement

The Vice-Chair shall discharge the duties of the Chair in the absence of or upon the request of the Chair.

Responsibilities

The Vice Chair shall perform such duties as may from time to time be determined by the Board of Directors. Responsibilities include but are not limited to;

Committee oversight ~ serve as the Board's central point of contact and provide guidance for all The Corporation committees and committee chairs.

Committee Membership ~ May serve as a member on all Board committees or Chair any Committee of The Corporation.

Mentorship ~ Serve as a mentor to other Directors, ensure that all Directors contribute fully.

Reporting ~ Support the Chair and provide assistance ~ as needed in regularly reporting to the Board on issues relevant to its governance responsibilities.⁵

Representation ~ Work alongside the Chair to serve as the Board's contact with the public. Ensure that The Corporation is properly represented at all meetings that the Board authorise.

Succession planning ~ Ensure that succession planning is being addressed by the Board.

Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the Chair and the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds ~ The Treasurer shall have the custody of the funds and securities of The Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the organization in the books belonging to the organization and shall deposit all monies, securities and other valuable effects in the name and to the credit of the organization in such chartered bank, credit union or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the organization as may be directed by proper authority taking proper vouchers, for such disbursements, and shall render to the Chair and Board members 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 organization. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Budget ~ Prepares, in consultation with the Board, an annual budget for presentation and approval by the AGM. Ensures that the organization operates within the budget. The Treasurer is not authorised to pay expenses outside the budget. The budget may be amended from time to time during the fiscal year by a RA Members' meeting.

Financial Statement ~ Present to the Members at the annual general meeting as part of the annual report, the financial statement of the organization approved by the Board.

Board Conduct ~ Maintain a high standard of Board conduct and uphold The Corporation policies and By-laws regarding members' conduct, with particular emphasis on fiduciary responsibilities.

Committee Membership ~ May serve as a member on all Board committees or Chair any Committee of the Corporation.

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the Chair and Board members, to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct ~ Support the Chair 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 ~ Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of The Corporation and the Board. If the Secretary is not available to attend a meeting, then another member shall be appointed as a minute taker and pass the record of events to the Secretary. Committee Chairs are responsible for filing a copy of minutes that have been approved of all committee

meetings with the Secretary of the Board who has oversight of their custody. Attend correspondence on behalf of the Board.

Meetings ~ Give such notice as required by the By-Laws of all meetings of The Corporation.

Committee Membership ~ May serve as a member on all Board committees or Chair any Committee of The Corporation.

Position Description of Ward Directors of the Board

Role Statement

The Ward Director is a member of the Board, who physically resides within the Ward catchment area they represent. Having been elected or appointed by the Board, Ward Directors work collaboratively with all Board members to abide by and execute the mandate and objectives of The Corporation.

Responsibilities

Ward Directors shall represent their RA members and key Ward stakeholders, report to them the decisions made by The Corporation and encourage support of the actions agreed upon by the Board and act as ambassadors to bring to the Board issues raised in their respective Wards. Responsibilities include but are not limited to;

Committee Membership ~ May serve as a member on all Board committees or Chair any Committee of the Corporation.

Meetings ~ Conduct regular meetings with the RA members and Friends of FoSTRA they are representing. Ensure the proper recording and maintenance of minutes of all meetings. Responsible for filing a copy of minutes that have been approved at all Ward meetings with the Secretary of the Board who has oversight of their custody. Attend correspondence on behalf of their Wards.

Mentorship ~ Serve as a mentor to other Ward Directors, collaborate and share best practices.

Reporting ~ Support the Executive and provide assistance as needed in regularly reporting to the Board on issues relevant to its governance responsibilities.

Representation ~ Work alongside the Chair to ensure that The Corporation is properly represented at all meetings that the Board authorises Ward representatives to attend, including other neighbourhood association meetings or on committees and associations beyond the geographic catchment area of The Corporation.

Succession planning ~ ensure that succession planning is being addressed by the Ward members.

42. Officer and Director Vacancies.

If the office of any Officer of the Corporation or Director shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy until the next meeting of members where the appointment will either be confirmed or some other delegate will be elected to serve out the term of that Officer or Director.

A Director may be appointed to any office of the Corporation should a mid-term vacancy occur. Two offices may be held by one person.

43. Method of Giving Notice.

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as requested of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with the Act in Section 128 (Notice of Directors) or 134 (Notice of Change of Directors);
- b) if mailed to such person at such person's requested address, by prepaid ordinary mail;
- c) if sent to such a person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the requested address as aforesaid; a notice so mailed shall be deemed to have been given three business days after being deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Election Procedures for the Board of Directors

44. Nomination of Officers and Ward Directors.

Any delegate of a voting RA member organization may self nominate or be nominated by another delegate for a position as a Ward Director or as an Officer of the Corporation. All nominees shall submit their nomination to the Secretary not less than 31 days before the election date preceding the Annual General Meeting (AGM).

The RA membership directly elects the Officer positions. Each RA member shall be entitled to one (1) vote to elect each of the Officer positions.

Ward Directors must physically reside in the Ward catchment area they will be representing and shall be elected by their Ward RA members unless there are less than three (3) RAs in the Ward. If there are less than (3) Ward RAs, a Ward Director shall be appointed in the interim by the Board, following consultation with the relevant Ward RA delegates.

For the election of Ward Directors, each Ward RA member shall be entitled to one (1) vote, except for the RAs representing two (2) Wards who shall be entitled to one (1) vote for each Ward they represent.

45. Election of Officers and Ward Directors.

The election of Officers and Ward Directors shall occur in conjunction with the AGM. If a face-to-face election process and ballot is not reasonably practical, voting may take place in advance by electronic means.

The Chair of the Nominating Committee or their delegate shall move a motion to confirm the election results at the AGM. Members shall, by ordinary resolution at each annual meeting at which an election is required, elect Officer and Ward Directors to hold office for a term expiring within the prescribed period.

The Chair, Treasurer and Directors for Wards 9 and 10 will be elected for a two (2) year term in years ending in an odd number.

The Vice-Chair, Secretary and Directors for Wards 4, 11 & 13 will be elected for a two (2) year term in years ending with an even number.

If any Ward Director or Officer position is not elected at the AGM, the incumbent Ward Director or Officer shall continue in office until their successors are elected or appointed by the Board of Directors.

Should a mid-term vacancy occur, this shall be filled as specified in by-law 42.

46. Nominating Committee.

The Chair shall appoint, subject to the approval of the Board, a Nominating Committee and its Chair, by the end of the first quarter of the fiscal year. The Nominating committee shall consist of three (3) - five (5) delegates and one current Director not standing for re-election. No two committee members may be from the same Ward, the Director being an exception.

The nominating committee shall create and develop policies that cover all aspects of the Nominations and Elections process and report them to the Board.

The Nominating Committee shall:

- a) solicit prospects for Board vacancies, research their backgrounds and start the process of grooming them for possible Board service;
- b) in considering the Board's future needs, develop their strategic planning in accordance with the organization's mission and vision;
- c) manage the overall election and voting process including; executing the election time-line in relation to the AGM, nominations, recruitment, ballot forms and other requirements as approved by the Board; and
- d) prepare a slate of one or more candidates for each Ward Director and Officer position up for election. The slate of candidates is to be prepared from the nominations received by the Secretary, no later than thirty-one (31) days prior to the election date preceding or coinciding with the AGM.
- e) confirm the election results at the AGM.

The Nominating Committee shall prescribe the form of nomination and the form of ballot.

47. RA Voting Delegate Confirmation.

The RA members must confirm to the Secretary the name of their voting delegate for the election of Officers and Directors prior to the date of the close of nominations.

By-Laws and Effective Date

48. Invalidity of Provisions of this By-law.

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

49. Omissions and Errors.

The accidental omission to give any notice to any member, Director, Officer, Member of a Committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation 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.

50. Amending the By-Laws.

Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by either a simple majority or two-thirds ($\frac{2}{3}$) majority depending on the issue and the Boards direction (refer to section 31). If the by-law, amendment or repeal is confirmed or confirmed as amended, it is effective immediately.

The Board and the members will review, amend, or repeal any part of this bylaw at least every five (5) years to ensure that the by-laws are in accordance with the applicable laws and meet the needs of the members at that time.

This By-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the directors of the Corporation by resolution on the **3rd day of February, 2022** and confirmed by the members of the Corporation by ordinary resolution on the **29th day of March, 2022**.

Dated as of the **11th day of April, 2022**.



Name: Kay Dermatis

Title: Vice-Chair, FoSTRA