

BY-LAW NO. 1

a by-law relating generally  
to the transaction of the affairs of  
The Centre for Local Research into Public Space

BE IT ENACTED as a by-law of The Centre for Local Research into Public Space (the Corporation).

1. MEMBERSHIP

- 1.1 Admission of Members -- The membership shall consist of individuals, corporations, partnerships and other legal entities who have demonstrated support for, and endorse and agree to support, the objectives and mission of the Corporation and whose application for membership in the Corporation has been approved by the Board of Directors.
- 1.2 Membership Fee -- There is no membership fee.
- 1.3 Resignation of Membership -- Members may resign by resignation in writing which shall be effective upon delivery to the President or Secretary.
- 1.4 Termination of Membership -- Any member's membership in the Corporation may be terminated by resolution of the Board of Directors, in its discretion, provided the member is given reasonable notice of the proposed termination and the grounds for same, and the opportunity to attend and make representations to the Board of Directors personally or by agent prior to such decision being made. The decision of the Board is final and not subject to appeal.

2. ANNUAL AND OTHER MEETINGS OF MEMBERS

- 2.1 Place of Meeting -- The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Canada as the Board of Directors may determine and on such day as the Directors shall appoint.
- 2.2 Annual Meeting Agenda -- At every annual meeting, in addition to any other business that may be transacted, the following matters shall be dealt with:
  - 2.2.1 the Directors' report;

- 2.2.2 financial statements and the auditor's report on the financial statements;
  - 2.2.3 a Board of Directors election;
  - 2.2.4 auditors' appointment;
  - 2.2.5 the remuneration of the auditors; and
  - 2.2.6 except as hereinafter provided or as required by law, the members may consider and transact any other business, either special or general.
- 2.3 Power to Call General Meeting – The Board or the President will have power to call at any time a meeting of the members of the Corporation.
- 2.4 Meetings Requested by Membership – Meetings of the membership for any purpose connected with the affairs of the Corporation not inconsistent with the *Corporations Act* or the Corporation's by-laws must be called by the Board upon the request, in writing, of at least 10% of the members entitled to vote at the meeting proposed to be held.
- 2.5 Chair of Membership Meetings – The President or, in her/his absence, the Vice-President or any other person authorized by the meeting, shall chair all meetings of the membership.
- 2.6 Notice of Members' Meetings – Notice of the time and place of every members' meeting shall be given to each member entitled to vote by sending the notice by prepaid mail, transmission by facsimile or electronic mail 10 days before the time fixed for the holding of such meeting. The notice shall include a summary of the matters to be considered at the meeting.
- 2.7 Members' Meetings Without Notice – Any meetings of members may be held at any time and place without notice if all the members of the Corporation entitled to vote are present thereat or if those absent have signified their consent to the meeting being held in their absence and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.
- 2.8 Errors in Notice, Membership Meetings – No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation will invalidate that meeting or make void any decisions made at it and

any member may at any time give up her or his right to notice of any such meeting and may approve and confirm any or all decisions made at it. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer is her/his last address recorded on the books of the Corporation.

- 2.9 Adjournments – Any meetings of the members may be adjourned and reconvened at any time and such matters may be considered at such reconvened meeting as might have been considered at the original meeting which was adjourned. Notice as described in this By-law is required for any such reconvened meeting.
- 2.10 Electronic Meetings – If a majority of persons who are members of the Corporation consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting; PROVIDED THAT, at the outset of each such meeting, and whenever votes are required, the chairperson of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.
- 2.11 Quorum – A quorum for any meeting of members shall consist of not less than three members entitled to vote, present in person, or represented by proxy.
- 2.12 Voting
- 2.12.1 Each member in good standing shall be entitled to 1 vote on each question arising at any special or general meeting of the members.
- 2.12.2 At all meetings of members every question shall be decided by a majority of the votes of the members present or represented by proxy who are eligible to vote unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member.

- 2.13 Voting Procedure – Unless a ballot is requested by a member, a declaration by the chairperson of the meeting that a decision has been made and/or a decision recorded in the minutes of the matter is admissible in evidence as proof, on its face, of the decision without requiring proof of the number or proportion of the votes recorded in favour of or against such decision. The request for a ballot may be withdrawn, but if a ballot is requested and not withdrawn the question is decided by a majority of votes given by the members. Such ballot will be taken in the manner the chairperson of the meeting decides. The result of the ballot will be the decision of the Corporation in general meeting on the matter.
- 2.14 Proxy – Notice of each meeting of Members must remind the Member that he/she has the right to vote by proxy. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail. A proxy may be in the following form, or such other form as the Board may from time to time determine by resolution:
- "I, a voting Member of The Centre for Local Research into Public Space, appoint (name), or failing such person (insert another name) as my proxy, to attend and act at the meeting of the Members to be held on (date) at (place) and at any postponement or adjournment thereof, in the same manner and to the same extent and with the same powers as if I was present at the meeting. (signature and date)."
- 2.15 Memberships Non-Transferable – The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the member's death or when the member ceases to be a member in accordance with this By-law.

### 3. BOARD OF DIRECTORS

- 3.1 Directors – The affairs of the Corporation shall be managed by a Board consisting of the number of directors as is set out in the Corporation's Letters Patent, or such other number as is determined from time to time in accordance with the procedures prescribed by the *Corporations Act* (Ontario).
- 3.2 Qualification of Directors – The rules stating who can be a Director are in Section 286 of the *Corporations Act*. They are repeated in this By-law:

- 3.2.1 a Director must be 18 years or older, a member of the Corporation, or become a member of the Corporation within ten days after his or her election or appointment; and
- 3.2.2 anyone who is an undischarged bankrupt cannot be a Director.
- 3.3 Term – The entire Board will be retired at each annual meeting, but Directors are eligible for re-election if they continue to meet the qualifications described in paragraph 4.2, above.
- 3.4 Election – Members cannot be Directors if they were present at a meeting and refused to accept the office. If absent, a person must agree in writing to be a Director. They must do this within 10 days of the meeting. If not, there is a vacancy on the Board and paragraph 4.9 of this By-law applies. The person who was absent can use the sample agreement form that is attached to this By-law as SCHEDULE "A".
- 3.5 Procedure – The members elect the Directors, normally at the Annual General Meeting, but the elections can be scheduled for another meeting. The election may be by a show of hands unless a ballot is requested by any member.
- 3.6 Removal – The members can remove any Director before the end of the Director's term. Notice that a motion will be made to remove a Director must be included in the notice for the meeting. This motion must be passed by a two-thirds majority vote. The Board may recommend that the members remove a Director, if the Director:
  - 3.6.1 has not carried out the responsibilities of a Director;
  - 3.6.2 has acted in a manner contrary to the best interests or objects or policies of the Corporation; or
  - 3.6.3 has failed to adhere to the policies and principles of the Corporation.

When the members remove a Director, the members can elect any qualified person to replace the Director for the rest of the term of the former Director. If the members do not do this, then paragraph 4.9 applies.

- 3.7 Automatically Vacated – The office of Director shall be automatically vacated:

- 3.7.1 if a Director is absent from 3 consecutive Board meetings without leave of the Board;
- 3.7.2 if a Director shall resign his or her office by delivering a written resignation to the President or Secretary of the Corporation;
- 3.7.3 if he or she becomes bankrupt or suspends payment or compounds with his or her creditors; or
- 3.7.4 on death.
- 3.8 Resignation – Directors may resign by submitting a resignation in writing to the President or Secretary, and it will take effect upon receipt.
- 3.9 Vacancies, Board of Directors – When vacancies occur, if there is still a quorum on the Board, the Directors can appoint a qualified person for the rest of the term of the former Director. If no quorum of Directors remains in office, the remaining Directors must call a members' meeting to fill the vacancies. At that meeting the members elect Directors to serve the rest of the terms of the former Directors.
- 3.10 Quorum, Board of Directors – Quorum at Board meetings means the minimum number of Directors who must be present to hold a Board meeting and make decisions or transact any business. Forty percent of Directors make up a quorum for Directors' meetings.
- 3.11 Time and Place of Meeting – Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as the Directors decide. Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on direction of the President, or Vice-President, or by the Secretary on direction in writing of two Directors.
- 3.12 Notice of Meeting – Notice of meetings shall be delivered, telephoned or transmitted by facsimile or electronic mail to each Director not less than 1 day before the meeting is to take place or shall be mailed to each Director not less than five days before the meeting is to take place. The statutory declaration of the Secretary or Vice-President or President that notice has been given pursuant to this By-law shall be conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be

named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice:

3.12.1 immediately following the annual meeting of the Corporation;  
and

3.12.2 if all Directors are present.

The Directors may consider or transact any business either special or general at any meeting of the Board.

- 3.13 Errors in and Waiver of Notice of Directors' Meeting – No error or omission in giving notice for a Directors' meeting will invalidate that meeting or any decision made at it and any Director may at any time give up her or his right to notice of a meeting and may approve of any or all decisions made at it.
- 3.14 Teleconference Meetings – If a majority of the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
- 3.15 Voting – A majority vote is needed to make a decision of the Board. Each Director is authorized to exercise one vote. If there is a tie, the decision is made in the negative. Votes will be by a show of hands, and by verbal assent or dissent in situations permitted pursuant to paragraph 4.12, unless a Director requests a ballot.
- 3.16 Resolutions – A statement by the chairperson of the meeting that a decision has been made and/or a decision recorded in the minutes of the meeting is admissible as proof on its face that the decision was made without proof being required of the number of votes recorded in favour of or against such decision. If the President is absent, her/his duties may be carried out by any other Director that the Board decides.
- 3.17 Powers and Responsibilities – The Board manages and directs the business of the Corporation. It can enter into any kind of contract which the law allows the Corporation to make and use all the powers of the Corporation, unless the *Corporations Act* or the by-laws say that a

members' meeting is needed to decide on a specific matter. The Board can act only by a decision at a proper Board meeting.

- 3.18 Remuneration of Directors – Directors and officers serve without payment of any kind. However, they have the right to be paid for traveling or other expenses while acting for the Corporation, as long as the expenses are reasonable. The Board must authorize these expenses. These expenses must meet any guidelines and limits set by the Board. Owing to the charitable nature of the Corporation, Directors and officers cannot enter into any contracts with the Corporation. Directors or officers hired by the Corporation to a paid position must resign from office.

#### 4. OFFICERS OF THE CORPORATION

- 4.1 Meaning of the word "Officers" – Unless this By-law or the *Corporations Act* states differently, the word "officers" means only the officers as stated in this Article. It does not refer to employees of the Corporation.
- 4.2 Election of Officers – The Board elects the following officers, annually, or more often as needed:
- 4.2.1 President
  - 4.2.2 Vice-President, if the Board wishes to have one
  - 4.2.3 Secretary
  - 4.2.4 Treasurer

All officers will be elected at the first meeting after the Board's election. The Board can fill vacancies as necessary. The Board can elect any other officers and give them any authority and duties.

Only the President must be a Director. The office of President becomes vacant as soon as the office-holder resigns, or is removed, as a Director.

- 4.3 Removal of Officers – This section deals with removing an officer. Paragraph 3.6 of this By-law deals with removing a Director.
- 4.3.1 A majority of the Board can remove any officer by a decision at any time and for any reason. Notice must be given to all



Directors of such a proposed decision with the notice of the meeting.

4.3.2 If the officer is not a Director, the officer is also entitled to notice of the meeting and the opportunity to be heard at the meeting.

4.3.3 The Directors can immediately choose another qualified person to fill the vacancy.

4.4 Resignation of Officers -- This section deals with the resignation of an officer. Paragraph 3.8 of this By-law deals with the resignation of a Director. An officer can resign by giving written notice to the President, the Secretary, or the head office of the Corporation. The resignation takes effect upon receipt.

4.5 Duties of the President -- Unless another person is authorized by the meeting, the President, when present, chairs all meetings of the members of the Corporation and of the Board. The President, the Secretary or other officer appointed by resolution of the Board, will sign all by-laws and any membership certificates.

4.6 Duties of the Vice-President -- During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President, or such other Director as the Board may from time to time appoint for the purpose.

4.7 Duties of the Secretary -- The Secretary is clerk of the Board. She/he will attend all meetings of the Board and members and ensure that minutes of all decisions are recorded in the minute book of the Corporation. She/he will give all notices required to be given to members and to Directors, or ensure that all such notices are given, and will keep the seal of the Corporation and all documents belonging to the Corporation, or ensure that the seal and all documents of the Corporation are properly kept. She/he will give those documents to such person or persons as the Board decides only when authorized by a written decision of the Board.

4.8 Duties of the Treasurer -- The Treasurer will ensure that full and accurate accounts of all receipts and payments of the Corporation are kept in proper account books and will ensure that all moneys are deposited in the Corporation's bank account. She/he will prepare cheques from the Corporation's bank account as directed by the Board, and ensure that there are proper receipts for payments and will report to

the Board at the regular meetings whenever the Board requires regarding all such transactions, and report on the financial position of the Corporation, and she/he shall perform such other duties as the Board may decide.

- 4.9 Duties of Other Officers -- The duties of all other officers of the Corporation will be such as the Board decides.

5. INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

5.1 Indemnification of Directors and Officers

5.1.1 Subject to the law relating to charities, the Corporation may indemnify all Directors and officers, and their heirs and legal personal representatives, except such costs, charges or expenses as are occasioned by her/his own wilful neglect or default. This includes paying for any judgment or costs against Directors and officers less any costs that result from failing to comply with their duties to the Corporation. The Corporation will indemnify all employees to the same extent.

5.1.2 The Corporation may sign an agreement promising to do this. The Corporation can use the sample agreement form that is attached to this By-law as SCHEDULE "B".

6. COMMITTEES

- 6.1 Appointment of Committees -- The Board may set up such standing and special committees as it decides are necessary to assist the Board or its officers.

- 6.2 Termination of Committees -- The Board may by resolution dissolve any committee established under this section at any time.

- 6.3 Electronic Meetings of Committees -- If a majority of the persons who are members of a committee consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other; provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with

adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

7. **FISCAL YEAR** – Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the last day of December in each year.
8. **AUDITORS**
  - 8.1 **Appointment of Auditors** – The members appoint an auditor at each annual members' meeting. The auditor can be either a chartered accountant or a chartered accountant firm.
  - 8.2 **Term of Appointment** – The auditor stays in office until the members appoint the next auditor. The board will arrange for payment of the auditor if authorized by the members.
  - 8.3 **Auditor's Report** – The auditor shall make a report to the members and to the Board on the accounts examined by the auditor and on every balance sheet and statement of income and expenditures laid before the Corporation at any annual meeting during the auditor's tenure of office.
9. **GENERAL**
  - 9.1 **Notice** – Whenever the by-laws of the Corporation require notice to be given, such notice may be given either personally, by fax, by electronic mail or by prepaid mail, addressed to the Director, officer or member at her/his or its address recorded on the books of the Corporation. A notice or other document sent by mail is considered to be sent 4 days after it was placed in a post office or public mailbox.
  - 9.2 **Head Office** – The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.
  - 9.3 **Signing of Documents and Seal**
    - 9.3.1 The Secretary, Treasurer, together with two administrators who are from time to time appointed by resolution of the Board, will be signing officers of the Corporation. All cheques must be signed by two signing officers. Officers must never sign a blank cheque. Before signing a cheque, the officers must make sure that the expense has been properly approved.

- 9.3.2 All other documents to be signed by the Corporation must be signed by 2 signing officers. This includes any written commitment of the Corporation, such as a contract for work to be done. Before signing a document, the officers must make sure that the document has been properly approved. The Board can make a specific decision to appoint any officer, Director or employee to sign documents, or any class of documents, for the Corporation.
- 9.3.3 Signing officers must have Board approval before making any commitments, or entering into contracts or obligations, for the Corporation. When authorizing a document, the Board can decide its exact form. If it does not, the signing officers can approve the final document.
- 9.4 Deposit of Securities for Safekeeping – The securities of the Corporation shall be deposited for safekeeping with one or more credit unions, banks or trust companies to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confirmed to specific instances.
- 9.5 Borrowing – The Directors can:
- 9.5.1 borrow money on the credit of the Corporation;
- 9.5.2 issue, sell or pledge securities of the Corporation; or use the property of the Corporation as security for a loan or payment of a debt.
- 9.6 Delegation of Authority – The Directors may authorize any Director, officer or employee of the Corporation or any other person to:
- 9.6.1 make arrangements to borrow monies;
- 9.6.2 to fix the terms and conditions of the loan;
- 9.6.3 to change those arrangements, terms and conditions as the Directors may authorize; and

- 9.6.4 generally, to manage, transact and settle the borrowing of money by the Corporation.

9.7 Books and Records

- 9.7.1 Books – The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

- 9.7.2 Contents – The Minute Book of the Corporation shall contain a copy of the Letters Patent of the Corporation, all extraordinary and ordinary resolutions passed, a copy of the by-laws of the Corporation and copies of originals of all documents, registers and resolutions as required by law. The books of the Corporation shall record all money received and expended by the Corporation and the matters in respect of which the receipt and expenditure takes place, all revenues and purchases and all assets and liabilities of the Corporation as well as all other transaction affecting the financial position of the Corporation.

- 9.7.3 Inspections – The Minute Book and books of account shall at all times be open to inspection by the Directors and the auditors. No member not being a Director, shall have any right to inspect any account or book or document of the Corporation except as conferred by law or authorized by the Board or by resolution of the members, whether previous notice thereof has been given or not. Any member in good standing shall have the right to examine the Corporation's by-laws and obtain a copy of same at his or her sole expense upon giving written notice to the Secretary.

- 9.8 Dissolution – In the event of dissolution, the assets of the Corporation after payment of all the debts and liabilities of the Corporation shall not be distributed amongst members but shall be distributed to a charity or charities registered under the *Income Tax Act* (Canada).

- 9.9 By-Law Enactments and Amendments – Any by-law of the Corporation may be enacted, changed or repealed by a decision of the Board, and such enactment, change or repeal, unless in the meantime confirmed at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of the members unless confirmed thereat. In default of such confirmation at the next annual meeting of

the members, as described above, then the enactment, change or repeal of the by-law ceases to have effect at and from the annual meeting, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the members.

- 9.10 Interpretation – In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words referring to the singular number shall include the plural number, and vice versa. Reference to persons shall include firms and corporations.

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In lieu of confirmation at a Directors' meeting, we the undersigned, being all of the directors of the Corporation confirm in writing the foregoing By-Law No. 1 pursuant to the Corporations Act, R.S.O. 1990 (as amended).

DATED this 26 day of March, 2008.

Mary Jane Young  
Name:

[Signature]  
Name:

Christine Sternberg  
Name:

[Signature]  
Name:

[Signature]  
Name:

Matthew Latta  
Name:

Jane Len Beer  
Name:

In lieu of confirmation at a general meeting of the Membership, we the undersigned, being all the members of the Corporation entitled to vote at a meeting of the membership, confirm in writing the above By-Law No. 1 pursuant to the Corporations Act, R.S.O. 1990 (as amended).

DATED this 28 day of March, 2008.

Mary Jane Young  
Name:

[Signature]  
Name:

Christine Sternberg  
Name:

[Signature]  
Name:

[Signature]  
Name:

Matthew Latta  
Name:

Jane Len Beer

## CERTIFICATION OF BY-LAW NO. 1 OF

THE CENTRE FOR LOCAL RESEARCH INTO PUBLIC SPACE  
(the Corporation)

The undersigned authorized signing officers of the Corporation certify that the foregoing is a true copy of By-law No. 1 of the Corporation, as enacted by the board of directors on March 28, 2008 and confirmed by the members of the Corporation on March 28, 2008, and that the said by-law has not been rescinded or further amended or otherwise varied, and is now in full force and effect as of the date hereof.

DATED this 31<sup>st</sup> day of May 2008



Name:

Title: A.S.O.



Name:

Title: A.S.O.



SCHEDULE "A"

Agreement to be a Director

The Centre for Local Research into Public Space (the Corporation)

I agree to be a Director of the Corporation.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

SCHEDULE "B"

Director's Indemnity Agreement

To: The Centre for Local Research into Public Space (the Corporation)

You have agreed to be a Director. The Corporation agrees to indemnify you to the maximum extent permitted by Section 80 of the *Corporations Act*. This includes paying for any judgment or costs against you, less any costs that result from your failing to comply with your duties to the Corporation.

Signature for the Corporation:

By: \_\_\_\_\_