



**BY-LAWS  
OF  
THE CANORIENT CHRISTIAN ASSOCIATION OF METROPOLITAN TORONTO**

**DEFINITIONS**

- a) "Act" means the Not-for-Profit Corporations Act, 2010 Ontario ("ONCA") and where the context requires includes the regulations made under it, as amended or re-enacted from time to time.
- b) "Canorient" means The Canorient Christian Association of Metropolitan Toronto also referred to in these By-laws as the "Corporation".
- c) "Board" means the Board of Directors of the Canorient.
- d) "Director(s)" means a Director(s) of the Canorient in the meaning of the Act.
- e) By-laws means these by-laws and all other by-laws of the Canorient as amended and which are, from time to time, in force and effect.
- f) "Articles" means the original or restated Articles of Incorporation of the Canorient.
- g) Meetings of Directors include a virtual or partially virtual meeting, where some or all participants attend in person through a digital channel that allows participants to communicate adequately with each other. A person who through telephonic or electronic means attends a meeting of Directors is deemed to be present at the meeting.
- h) "Officer" means an officer as defined in the Act and includes the President, the Vice President, the Secretary and the Treasurer.
- i) Interpretation: Words importing the singular number shall include the plural number and the gender shall include all genders and vice-versa.

**A. NAME**

The name of the corporation shall be THE CANORIENT CHRISTIAN ASSOCIATION OF METROPOLITAN TORONTO.

**B. HEAD OFFICE**

The head office of the Corporation shall be in Metropolitan Toronto or in any adjacent regional municipality, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

**C. CORPORATE SEAL**

The seal of the Corporation shall be in such form as prescribed by the Directors and shall contain the words "The Canorient Christian Association of Metropolitan Toronto". It shall be affixed to official documents as required and authorized by the Board from time to time.

**PART I – MEMBERS**

**1. Membership**

Membership shall consist of three categories:

- a) Ordinary Member
  - i) Single
  - ii) Family

- iii) Senior Member
- b) Associate Member
- c) Honorary Member

a) Ordinary Member

Any immigrant or Canadian with origins in the Christian community of the Indian sub-continent, or the spouse or child of such immigrant or Canadian, may be accepted as an Ordinary Member of the Corporation at the discretion of the Board.

An Ordinary Member is entitled to vote and hold elected office. An initial fee as approved by the Board is payable on admission as an Ordinary Member.

b) Associate Member

Any individual not eligible for membership as an Ordinary Member may be accepted as an Associate Member at the discretion of the Board.

An Associate Member shall not be entitled to vote or hold elected office.

c) Honorary Member

Any individual who, either by virtue of the individual's office or by virtue of the individual's services to the Corporation, is deserving of recognition by the Corporation may be admitted as an Honorary Member by resolution of the members at a meeting.

An Honorary Member shall not be entitled to vote or hold elected office. An Honorary Member shall not be required to pay any membership fees.

## 2. Membership Dues

Every Ordinary and Associate member of the Corporation shall be required to pay such annual dues as are set by the Board. The Board may also set special annual dues for various categories of members. Membership subscriptions shall be due on February 1 of each current fiscal year.

## 3. Termination or Renewal or Suspension of Membership

Any member, whether ordinary, associate or honorary, shall cease to be a member of the Corporation:

- a) If the member voluntarily resigns membership by giving notice in writing to the Secretary and pays all outstanding dues. Any member who has voluntarily resigned and wishes to rejoin the Corporation may do so under the normal procedures for membership.
- b) If the member fails to pay any amount due by the individual to the Corporation within sixty days of the due date, the name of such member may be removed from the roll of members of the Corporation and the individual privileges withdrawn. Individuals may be readmitted without formal acceptance and member privileges restored on payment of all arrears, and a re-entrance fee at the discretion of the Board.
- c) Any member, whether ordinary, associate, or honorary, who violates the by-laws or rules and regulations of the Corporation may have their membership revoked by the Board, provided the member has been served notice in writing of the intention of the Board and has been granted a hearing by the Board not less than thirty days before the date of the proposed revocation of membership.
- d) Upon termination of membership all rights of the member including rights in any moneys or property of the Corporation shall cease to exist.

## PART II – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board who shall be elected at the annual members' meeting of the Corporation and shall hold office for a term of two years. Directors shall be eligible for re-election at the second anniversary of the annual meeting of the Corporation at which they were elected. The number of the Directors may be determined by special resolution of Members but shall in no case be less than 3 nor more than 15. As of the enactment of these by-laws the number of Directors shall be 15. The Directors shall elect one of their members to be the Chairperson (hereinafter referred to as the Chair).

**1. Every Director on election shall:**

- a) Review Articles of Incorporation, the By-laws, Financial stability and the website of the Corporation.
- b) Consider whether they have any conflict of Interest in relation to the activities of the Corporation and if so, inform the Board.
- c) Become familiar with all the filing and statutory requirements of the Corporation.
- d) Ensure that the Corporation has Property Insurance, Liability Insurance, Directors Insurance and Officers Insurance in force during the term of their office.
- e) Confirm within 7 days of their election their willingness to serve as a director.

**2. Duties, Board of Director:**

As a member of the Board:

- a) Set the long-range objectives and strategic plans of the Corporation.
- b) Monitor the financial stability of the Corporation.
- c) Be aware of all aspects of the operations of the Corporation.

**3. Vacancies, Board of Directors:**

The office of Director shall be automatically vacated:

- a) if a Director shall resign office by delivering a written resignation to the Secretary of the Corporation;
- b) if the Director is found to be incapable by a court or incapable of managing property under any court or by the Substitute Decisions Act, 1992 or the Mental Health Act
- c) if the Director becomes bankrupt or suspends payment or compounds with creditors;
- d) if a resolution is passed by two-thirds of the members present at a special meeting that the Director be removed from office;
- e) if the Director fails to attend three meetings of the Board without giving in writing good and valid reasons acceptable to the Board;
- f) if the Director ceases to be a member;
- g) if the Director is found to hold a criminal record. [This was proposed by Patrick Mendes and voted on unanimously]
- h) on death.

If a vacancy shall occur, the Directors may by resolution fill such vacancy for the remainder of the term with an individual in good standing as a member on the books of the Corporation.

**4. Quorum and Meetings, Board of Directors**

A majority of the Directors shall form a quorum for the transaction of business. Meetings of the Board may be held at a time and place as may be determined by the "Chair", provided that at least seven days' notice of such meeting shall be given verbally or sent in writing to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice in writing.

## 5. Errors In Notice, Board of Directors

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and the Chair may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings held thereat.

## 6. Voting, Board of Directors

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of a tie, the Chair, in addition to the original vote, shall have a second or casting vote. All votes at such a meeting shall be taken by ballot if so, demanded by any director present, but if no demand be made, the vote shall be taken the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the votes recorded in favor of or against such resolution. In the absence of the Chair, such duties may be performed by the Vice-President, or such other director as the Board may from time to time appoint for the purpose.

Directors may vote digitally as long as the votes can be gathered in a way that allows them to be verified, tallied, and presented.

## 7. Powers, Board of Directors

The Directors may exercise all such powers of the Corporation as permitted by these by-laws. The Directors may also, after an agreement has been reached with a majority of votes by the board, and without the authorization of the members:

- (a) Borrow money on the credit of the Corporation.
- (b) Issue, reissue, sell or pledge debt obligations of the corporation;
- (c) Give a guarantee on behalf of the corporation to secure performance of an obligation of any person
- (d) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- (e) Authorize any officer or director of the Corporation or any other person to make arrangements with reference to the monies borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.
- (f) Authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board shall have the power to incur expenditures for the purpose of furthering the objects of the Corporation.
- (g) Take steps as they deem necessary to enable the Corporation to receive donations and benefits for the purpose of furthering the Objects of the Corporation.
- (h) Every Director of the Corporation shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Corporation, heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds

of the Corporation from and against all costs, charges and expenses whatsoever, which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prescribed against the Director for or in respect of any act, deed, letter or thing, whatsoever made, done or permitted by the Director or any other Director or in or about the execution of the duties of the Director or their office and also from and against all other costs, charges and expenses which the Director sustains or incurs in or about or in relation to the affairs thereof, except such costs or expenses as occasioned by wilful neglect or default.

#### **8. Remuneration, Board of Directors**

Directors shall not receive any remuneration for their services, but, by resolution of the Board, expenses may be allowed for the reasonable expenses they incur in performance of their duty as a Director.

Directors may also be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as a director provided the payment is in compliance with the Conflict-of-Interest provisions of ONCA, it is reasonable and is approved by the Board before such payment is made.

However, nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer, or in any other capacity, and receiving compensation as approved by the Board.

### **PART III – OFFICERS**

There shall be four Officers namely President, Vice-President, Secretary and Treasurer elected by the members at the Annual Meeting. Each of these Officers shall be a Director of the Corporation. An officer ceases to hold office once he has resigned as a Director, his term as Director has ended, or in any other manner allowed by the Law.

The Board may also appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

#### **1. Vacancies, Officers**

The position of an officer shall be automatically vacated:

- (a) if the officer resigns office by delivering a written resignation to the Secretary of the Corporation;
- (b) if found to be mentally incompetent or of unsound mind;
- (c) if the individual becomes bankrupt or suspends payment or compounds with creditors;
- (d) if a resolution is passed by two-thirds of the directors present at a board meeting that the individual be removed from office;
- (e) if the individual ceases to be a member;
- (f) on death

If a vacancy shall occur, the Directors may by resolution fill such vacancy from within the current board. If no successor is identified, then the Directors may by resolution fill such vacancy with a person in good standing as a member on the books of the Corporation.

The officers of the Corporation shall hold office concurrently with their position as Director for the remainder of the term.

## **2. Duties of the President**

The President shall be the chief executive officer of the Corporation. The President will be the Chair of the Board. The Chair shall preside at all meetings of the Corporation and of the Board. The Chair shall be charged with the general management and supervision of the affairs of the Corporation. The Chair shall see that all orders and resolutions of the Board are carried into effect and the Chair, or the Vice-President, with Secretary or other officers appointed by the Board for the purpose, shall sign all by-laws and other documents requiring the signatures of the officers of the Corporation.

## **3. Duties of the Vice-President:**

The Vice-President shall serve as Vice-Chair of the Board. The Vice President shall in the absence or the disability of the Chair, perform the duties and exercise the powers of the Chair. The Vice-President shall perform such other duties as shall from time to time be imposed upon by the Board.

## **4. Duties of the Secretary**

The Secretary shall attend all meetings of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the members and of the Board and shall perform such other duties as may be prescribed by the Board or the Chair, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Corporation which shall be affixed only when authorized by a resolution of the Board to do so, and to such person or persons as may be named in the resolution. In the absence or disability of the Secretary, the Board may appoint another Director to act as Secretary to hold office until the next annual members' meeting. The Secretary shall:

- (a) Ensure that an up-to-date record of the names and addresses of Members is maintained.
- (b) Record and maintain minutes of all meetings of the Members and of the Board
- (c) Have custody of all books, records, documents, registers and seals.
- (d) Prepare reports and filings as required by law and submit to Authorities within due dates.
- (e) maintain an inventory of all the assets of the Corporation.

## **5. Duties of the Treasurer**

The Treasurer shall have the custody of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board. The Treasurer shall complete and file all financial reports e.g. Income Tax or other tax reports as required by law. The Treasurer shall provide all financial information in a timely manner, when required, to the Auditor/Reviewer.

## **PART IV – ANNUAL AND OTHER MEETINGS OF MEMBERS**

1. The annual members' meeting of the Corporation shall be held not later than three months after the end of each fiscal year and at such time and place anywhere in Metropolitan Toronto or in an adjacent regional municipality as the Board may by resolution determine.
2. At such meeting the following will be presented to the Members:
  - (a) the annual report of the Board and the financial statements
  - (b) the report from an audit or review engagement
  - (c) Minutes of previous years meeting
  - (d) Election of Directors at the second anniversary of each election.
  - (e) Appointment of auditor or a person to conduct a review engagement.
  - (f) Any other matter that is in the agenda or **any other business as permitted by the Chair.**  
**[This was proposed by Patrick Mendes and voted on unanimously]**
3. Any meeting, other than an annual members' meeting shall be termed a special meeting.
4. The Board may at any time of its own motion call a special meeting for the transaction of any business of which the general nature is specified in the notice of the meeting.
5. On the requisition of a minimum of ten percent of the ordinary members of the Corporation, entitled to vote at the date of deposit of the requisition, the Board shall proceed without delay to call and hold a special meeting of the members.
6. The requisition shall state the general nature of the business to be transacted at the meeting and shall be signed by the requisitioners and deposited at the head office of the Corporation and may consist of several documents in like form, each signed by one or more of the requisitioners.
7. Where the Board does not within 21 days from the date of deposit of the requisition proceed to call and hold such meeting, the requisitioners or any 5 of them representing more than one half of the total voting rights of all of them, may themselves call such a meeting, but any meeting so called shall not be held after the expiration of 150 days from the date of deposit of the requisition.
8. A meeting called under this section by the requisitioners shall be called in the same manner as nearly as possible as that in which meetings are to be called pursuant to the bylaws.
9. Any reasonable expenses incurred by the requisitioners by reason of the failure of the Board duly to call such meeting shall be repaid to the requisitioners by the Corporation.
10. At the discretion of the Board or in case of government-declared emergencies, annual and special meetings of members may be held electronically for the purpose of making decisions to keep the Corporation operational. In the event of a fully virtual annual meeting the following conditions are required:
  - (a) A digital channel must be provided that allows virtual attendees to communicate.
  - (b) A voting system that allows votes to be gathered, verified, tallied and presented while maintaining the anonymity of the voter where required.

### **11. Notice Of Meeting**

- (a) At least fourteen days notice shall be given to members of any annual or special meeting. The notice shall state the agenda of the meeting.
- (b) Whenever, under provision of these by-laws, notice is required to be given, such notice may be given either personally or by mail or emailed at the current address which appears on the register of members of the Corporation. A notice or other document sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or mailbox, or if emailed, shall be held to be sent when the same was transmitted via the Corporation's official email.
- (c) Failure on the part of a member to receive notice of a meeting shall not invalidate the meeting, unless it can be proved that the non-receipt of notice was the result of a deliberate omission.

## **12. Adjournment**

Any meeting of the Corporation or the Board may be adjourned to another time and place, but no business shall be transacted at such adjourned meeting other than the business which might have been transacted at the original meeting from which the adjournment took place.

## **13. Quorum Of Members**

- (a) At every annual or special meeting, fifty members or ten percent of the membership, whichever is the lesser number, personally present and eligible to vote shall form a quorum. If at any such annual meeting, a quorum be not present within thirty minutes of the time appointed for holding the meeting, the meeting shall stand adjourned to the time and place determined by the Chair, and at the adjourned meeting, the quorum shall be twenty-five members or five percent of the membership, whichever is the lesser number, present in person and eligible to vote.
- (b) If at any meeting convened upon the requisition of members, a quorum is not present within thirty minutes of the time appointed to holding the meeting, the meeting shall be dissolved.

## **14. Meetings of Members**

The annual and special meetings of members and of the Board will be chaired by the Chair and in the absence of the Chair, the Vice President. If both are absent, the directors who are present shall choose one among them to chair the meeting.

## **15. Voting Of Members**

- (a) Each ordinary member of the Corporation eligible to vote shall at all meetings of the Corporation be entitled to one vote in person or by proxy signed by a member. A member may appoint as proxy any other member to vote at any annual or special meeting. Such proxy must be a member who must produce and deposit with the Secretary, at least half an hour before any meeting or adjourned meeting, a signed note in writing from the appointer or appointers.
- (b) At all meetings of the Corporation every question, except amendment to the Articles and By-laws, dissolution of the Corporation, amalgamation with similar associations and removal of a Director under by-law Part II.3, shall be decided by a simple majority of the votes of the ordinary members eligible to vote and present in person or represented by proxy, unless otherwise specifically provided by the Act or these by-laws.
- (c) Every question shall be decided in the first instance by a show of hands, and unless a



poll be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and is not withdrawn, the question shall be decided by a majority of votes given by the members eligible to vote present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the members in meeting upon the matter in question. In case of an equality of votes at any meeting, whether upon a show of hands or by a poll, the Chair shall be entitled to a casting vote.

**D. AMENDMENT TO BY-LAWS**

By-laws of the Corporation may be enacted, repealed or amended by a majority of the directors present at a meeting of the Board, and sanctioned by an affirmative vote of at least two-thirds of the members present in person or by proxy at the meeting of the Corporation called for that purpose.

**E. EXECUTION OF DOCUMENTS**

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two Directors, one of whom shall be the Chair, the Vice-President, the Secretary or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time, by resolution, to appoint an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing. The seal of the Corporation, when required, may be affixed to the contracts, documents and instruments in writing, signed as aforesaid or by any officer or officers by resolution of the Board.

**F. BOOKS AND RECORDS**

The Directors shall ensure that all necessary books and records of the Corporation required by these by-laws or by any applicable statute or law are regularly and properly kept. It shall also be the responsibility of the Directors to ensure that returns required by any applicable statute or law are duly prepared and filed with the appropriate authorities.

**G. AUDITORS**

The members shall at each annual meeting appoint an Auditor or Reviewer to audit or review [added as suggested by Desiree D'Souza] the accounts of the Association to hold office until the next annual meeting, provided that the Directors may fill any vacancy in the office of Auditor or Reviewer. The remuneration of the Auditor or Reviewer shall be fixed by the Board.

If the corporation qualifies as a public benefit corporation, the appointment of an auditor or reviewer, or a waiver of either or both, is subject to the Regulation under the Act. [This was added for clarity]

**H. FINANCIAL YEAR**

The financial year of the Corporation shall be the twelve-month period ending January 31st of each year.

**I. RULES AND REGULATIONS**

The Board may prescribe such rules and regulations, not inconsistent with these by-laws, relating

to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed. In default of confirmation at such annual meetings of members, such rules and regulations shall at and from that time cease to have force and effect.

**J. DISSOLUTION**

In the event of dissolution, and after the payment of all debts and liabilities, the remaining property, funds and assets of the Corporation shall be distributed or disposed off as provided in the Articles of Incorporation.