

## BY-LAW No.1

### A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF THE CORKTOWN RESIDENTS & BUSINESS ASSOCIATION INC.

1. The Head Office of the Corktown Residents and Business Association Inc., which is a not for profit corporation (the “CRBA”) incorporated pursuant to the *Corporations Act* R.S.O. 1990, C.38 (the “Act”) shall be in the City of Toronto, in the Province of Ontario, and at such a place therein as the directors may from time to time determine.

#### 2. Definitions

"Act" shall have the meaning ascribed to it in paragraph 1.

"Corktown" means the residents and businesses which form the community situated within the Corktown Area.

"Corktown Area" means that area in the City of Toronto bounded by Shuter Street, Lakeshore Boulevard, Berkeley Street and the Don River and shall include the area between River Street and the Don River between Shuter Street and Dundas Street.

"CRBA" shall have the meaning ascribed to it in paragraph 1.

#### 3. Objectives

##### MISSION STATEMENT:

The CRBA exists to enhance the quality of residential and business life, to promote and market Corktown, and to act as a voice for Corktown, including, without limitation:

- a. To promote measures that enhance the beauty, safety, environmental and economic viability of the Corktown Area;
- b. To promote the general quality of residential and economic life in and around the Corktown Area;
- c. To oppose measures that diminish the above;
- d. To communicate information to members of Corktown respecting matters of concern to the Corktown Area;

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- e. To represent Corktown at all levels of government for the purpose of influencing political actions and service delivery affecting the Corktown Area;
- f. To provide inclusive, consensus based leadership to the community as a whole.
- g. To represent Corktown with private sector and broader public sector organizations for the purpose of influencing economic, environmental and social actions affecting the Corktown Area;
- h. To ~~a~~ promote a sense of community within the Corktown Area that respects the diversity of people and activities in and around the Corktown Area; and
- i. To undertake or support projects requiring or benefitting from community support which are intended to advance the above objectives.

### 4. Membership

- a. The following shall be eligible for membership in the CRBA:

~~i. The first incorporators;~~

~~ii. All members in good standing of the Corktown Residents and Business Association (unincorporated) on the date of the first incorporators meeting;~~

~~i. iii.~~ All persons 18 years of age or over who live in the Corktown Area; ~~and~~

~~iv. All business entities (corporation, partnership, firm or association, whether profit or non-profit) owning or renting property within the Corktown Area; and~~

ii. v. All persons 18 years of age or over who own property in the Corktown Area;

iii. All business entities (corporation, partnership, firm or association, whether profit or non-profit) that own or rent property within the Corktown Area; and

iv. All business entities (corporation, partnership, firm or association, whether profit or non-profit) that carry on business within the Corktown Area.

- b. Members in good standing are those persons or business entities who are eligible for membership who have registered for membership on the CRBA website or through other means acceptable to the Board, and who have paid annual membership dues (to the extent applicable), the amount of which

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shall be determined from time to time by the Board of Directors.

- c. Annual membership shall run for a calendar year and may be purchased at any time. Memberships purchased after November 1 shall be valid for the following calendar year.
- d. Membership in good standing entitles members to vote at annual general meetings and special membership meetings called by the Board of Directors.

## 5. Membership Meetings

- a. There shall be an annual general meeting at which time, in addition to any other business which may be transacted, the CRBA members shall:
  - i. Elect a Board of Directors;
  - ii. Receive a Treasurer's Report and an Annual Report from the President with an outside evaluation by an accounting professional appointed at the ~~Annual General Meeting~~previous annual general meeting.
- b. Additional general meetings may be called by the Directors from time to time or upon requisition of at least 9 members of the CRBA in good standing.
- c. Quorum for a general membership meeting shall be at least 9 members of the CRBA in good standing.

## 6. Board of Directors

- a. ~~Corktown~~The CRBA shall be governed by a Board of Directors comprised of not ~~less~~fewer than 6 and not more than 10 individuals elected by members in good standing of the CRBA at the annual general meeting. In the case of a tie vote, the outcome shall be determined by ~~a second~~an additional vote of the membership of the CRBA for the ~~two~~ candidates in question. ~~If the tie is not settled by this vote, the outcome shall be determined by the flip of a coin.~~
- b. The Board of Directors will be composed of a minimum of 3 directors who are ~~residents of the Corktown Area~~members in accordance with Section 4(a)(i) ("Resident Directors") and 3 directors who are representatives of business entities that are members in accordance with Section 4(a)(iii) ("Business Directors") ~~in the Corktown Area. Of the total number of directors, there shall be no more than 7 from either membership category.~~
- c. The immediate past president of the Board of Directors, if not otherwise elected to the Board, will be an ex officio member of the Board until a new President is elected and a new Past President is created and will not have a vote at the Board meetings.
- d. Only 1 member of a household or 1 owner/employee of a business may be elected to the Board of Directors.

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- e. No elected representative of any level of government or of a Board of Education shall be eligible for election to the Board of Directors.
- f. Directors shall be elected for a term of one year. No person can serve more than five consecutive terms as director. At the end of their fifth term, they cannot be re-elected for a 1 year period.

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- g. The first meeting of the Board of Directors following the annual general meeting, the directors shall appoint from amongst themselves a President, Vice-President, Secretary and Treasurer (collectively the "Executive").
- h. Board members may serve in one Executive position for a maximum of 3 consecutive years but may move from one Executive position to another within their maximum consecutive terms as ~~defined~~set out in clause 6f.
- ~~i. g.i.~~ i. A quorum of directors for the purpose of transacting the business of ~~Corktown~~the CRBA shall be a majority of the number of directors currently serving on the Board.
- ~~j. g.j.~~ j. Unless stated otherwise by the Act or elsewhere in these by-laws, decisions of the Board of Directors shall be by simple majority of the Directors present at the applicable meeting. The President or other Director chairing the meeting shall not vote except in the case of an equality of votes. In such case, the President or other meeting chair shall cast the deciding vote.
- ~~k. i.k.~~ k. The Board of Directors shall have the power to appoint Standing or Special Committees. Members of the Committees need not be directors. The Committees shall continue in existence until terminated by the Board of Directors. At least one Board member must be on each such Committee member. There is no time limitation on the length of service of any member on a Committee.
- ~~l. j.l.~~ l. The signing officers for the CRBA shall be the President, Vice-President and Treasurer and any other individuals who may be appointed by the Board of Directors from time to time. All cheques drawn upon the CRBA financial accounts must be signed by 2 signing officers of the CRBA.
- ~~m. k.m.~~ m. Each director shall become a member in good standing prior to his or her election and shall maintain membership throughout his or her term.
- ~~i.n. A resident director who ceases to live in the Corktown Area or a business director who ceases to be associated with a business entity which rents or owns property in the Corktown Area shall cease to be a director of Corktown.~~
- ~~n. m.o.~~ n. A director who is absent from 3 consecutive meetings of the Board of Directors, without reasonable cause, may be removed by a vote of the Board of Directors.

~~n.p. The Board of Directors shall have the power to fill vacancies on the Board of Directors which occur~~ if at any time between annual general meetings, ~~provided that there is at all times a~~

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~~quorum of directors able to act to fill the~~ there are fewer than 10 Directors on the Board, the Board of Directors may appoint Directors to fill such vacancies on the Board.

- ~~o. o.g.~~—The members of the CRBA may remove a director by a resolution passed by at least two-thirds of the votes cast at a general meeting called for that purpose and for which at least 10 days notice has been given and may, by a majority of the votes cast at that meeting, appoint any person in his/her stead for the remainder of the term.
- ~~p. p.f.~~The Directors shall receive no salary for acting as such.
- ~~q. q.s.~~—The Directors shall see that all necessary books and records of the CRBA required by the by-laws of the CRBA or by any applicable statute or law are regularly and properly kept.
- ~~r. r.t.~~—Where a vote is deemed necessary for a specific issue and time does not permit the Board of Directors to meet in person and by agreement of the Board of Directors at the request of the President, the President shall be permitted to solicit e-mail votes for that issue from all Members of the Board of Directors. The President shall not cast a vote except in the case of an equality of votes in which case the President shall cast the deciding vote. The vote so received shall be as if made under clause 6j in every respect. The President shall keep a record of all such e-mails received.

## 7. Notice

- a. Notice of a general meeting shall be given to members of the CRBA at least 10 days in advance of the meeting.
- b. Notice of a meeting of the Board of Directors shall be given at least 10 days in advance of the meeting. Notice is not required if all directors agree to waive the requirement to receive notice.
- c. Any notice required to be given under the Act, the letters patent, the bylaws or otherwise by a member, director or officer shall be deemed to have been given if:
  - i. delivered personally to the person to whom it is to be given; ~~or~~
  - ii. delivered to the person's address as recorded in the CRBA's records; ~~or~~
  - iii. mailed to the person's address as recorded in the CRBA's records by ordinary prepaid mail; ~~or~~
  - iv. Sent to the person's address as recorded in the CRBA's records by any means of prepaid transmittal, delivery or recorded communication; or
  - v. Announced publicly at a CRBA monthly meeting.

A notice shall be deemed to have been given when it is delivered personally or to the person's address, or three days after it was mailed or transmitted.

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**8. Fiscal Year**

The fiscal year shall be the Calendar year.

**9. Amendment**

The By-laws of the CRBA may be amended by a by-law enacted by a majority of the directors present and voting at a meeting of the Board of Directors and ratified by an affirmative vote of at least two thirds (2/3) of the Members of the CRBA present and voting at a meeting duly called for the purpose of considering such by-law.

**10. General**

The CRBA shall not affiliate with any political party. However, the CRBA may support any particular stand taken on any issue at any time by any organization, provided that at all times ~~Corktown~~the CRBA is acting to promote its objectives.

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Document comparison by Workshare 9 on 29 January 2017 9:43:05 PM

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Document 2 ID	interwovenSite://bjdocs/WSAdmin/600998/5
Description	#600998v5<WSAdmin> - CRBA by-laws - proposed revisions - Feb 2017
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