

Governor's Bridge Ratepayers Association By-laws

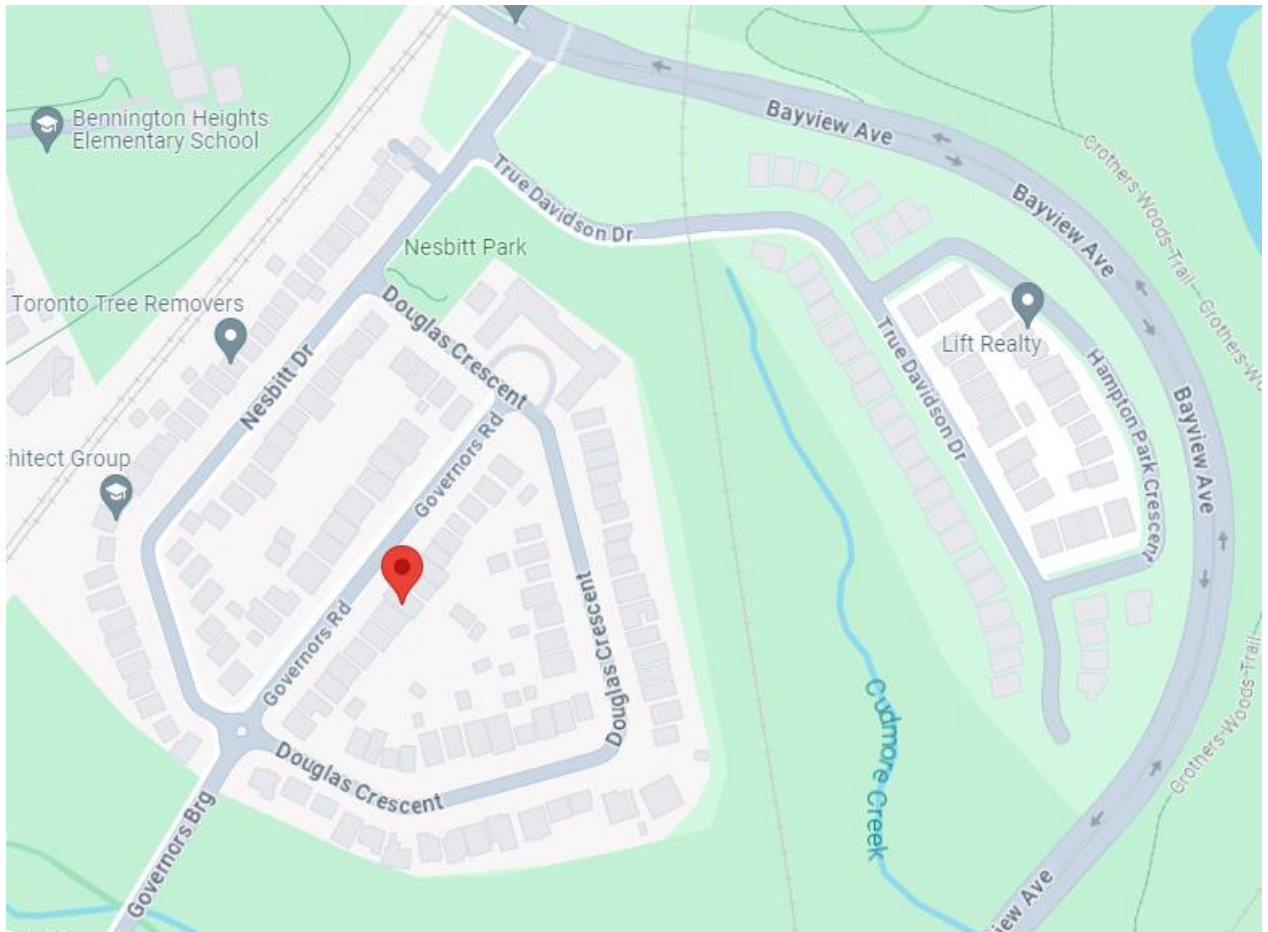
(finalized April 17, 2024 and approved at AGM on May 15, 2024.)

By-law number one being a general by-law of The Governor's Bridge Ratepayers Association (GBRA, the "Corporation").

1. **Name and Objects:** The Association will be known as the Governor's Bridge Ratepayers Association ("GBRA") pursuant to the Letters Patent (Ontario Corporation 445092) originally incorporated May 8, 1980.

The GBRA is constituted for the purpose of furthering and protecting the common interests of its Members relating to real estate, zoning, municipal planning, public realm, safety, traffic, crime, recreation, social cohesion, community events and any other matter touching on or relating to real property or living within the membership area.

2. **Head Office:** The head office of the Corporation shall be in the City of Toronto in the Province of Ontario. The Directors may, from time to time, determine the specific location of the head office.
3. **Fiscal Year:** The fiscal year of the Corporation shall begin on October 1 of each year and end on September 30 of the following year or on such other dates as the Board may from time to time by resolution determine.
4. **Membership:**
 - a. Membership in the Corporation shall consist of one class of Members and be open to:
 - i. All owners and residents within the Governor's Bridge area. For further clarity it shall be either the owner(s) or the resident(s) (tenant(s)) of a residential addresses within the area but not both. The Governor's Bridge area is defined as that area bound to the North by the North Toronto Canadian Pacific Railroad and bound on the Northeast to Southeast side by Bayview Avenue. The Western boundary of the area is formed by Mud Creek as part of the Moore Park ravine to its intersection with Pottery Road in the South. As of May 2024 it would contain all residential properties on the streets currently known as Governor's Road, Nesbitt Drive, Douglas Crescent, True Davidson Drive and Hampton Park Crescent.



- ii. who pay the membership fees or dues once during each Fiscal Year and are recorded in the Member log; and
- iii. who agree to be bound by the by-laws and rules of the Corporation.

b. Fees & Term of Membership:

- i. The annual membership fees will be determined from time to time by the Board of Directors.
- ii. The term of membership will be until the end of the applicable fiscal year, which is September 30, subject to renewal in accordance with the policies of the Corporation.

c. Transferal of Membership:

- i. Membership in the Corporation is transferable to others who reside at the same residential address.

d. Discipline of Members:

- i. The Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating our policies, violating our by-laws and any other reasons calling for discipline in the Discretion of the Discipliner.
- ii. The Discipliners must provide 15 days' written notice to a Member before passing the above-mentioned resolution. The notice will set out the reasons for the disciplinary action or termination of membership.

- iii. The Member receiving the notice is entitled to give the discipliners a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

5. Board of Directors:

- a. The affairs of the Corporation shall be managed by a Board of Directors (the "Board"). The Board shall be comprised of a maximum of 9 Directors including the Past President of the Board.
- b. The Directors will fulfil their role as Director without remuneration.
- c. The Board shall appoint from among themselves a President (who will also act as Chair of the Board of Directors), Vice President, Secretary and Treasurer who shall serve for a 3 year period ending at the annual general meeting (AGM) of the Corporation, or until they resign or until they are removed from office by a resolution of the Board. The Board may appoint other Officers and agents as it deems necessary. An Officer may be removed for any reason deemed appropriate by a majority of the Board.
- d. All Board members shall serve:
 - i. for a 3 year period ending at the AGM or;
 - ii. until they die or;
 - iii. until they become bankrupt or;
 - iv. until they are found to be incapable of managing property by a court or under Ontario law or;
 - v. until they resign or;
 - vi. until they are removed from office by a resolution of the Board or;
 - vii. until they are removed by a majority vote of the Members.
- e. A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.
- f. The positions of Secretary and Treasurer may be combined into one position where the Directors consider it appropriate. The office of Chair and President will be held by the same person.
- g. A Board member may run for a further term.
- h. The Board may from time to time appoint any other committee or committees that it considers necessary or appropriate. The committee or committees must include at least one active member from the Board but can also be comprised from Members and non-members of the Corporation. The Board shall, when appointing any committee, determine the composition and terms of reference, set out the purpose of the committee, its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the Board. Members of such a committee or committees must report their progress and findings to the Board on a regular and timely

basis. The regularity of reporting may be set out by the Board at the time of formation of the committee or committees.

- i. The Board may appoint Directors to be a Managing Director or an Executive Committee of Directors and may delegate to the Managing Director or Executive Committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.
- j. The Directors may, on behalf of the Corporation, exercise all of the powers that the Corporation may legally exercise under the Corporations Act, the Letters Patent or otherwise, unless the Directors are restricted by law or by the Members from exercising those powers. These powers include but are not limited to, the power:
 - i. to enter into contracts or agreements;
 - ii. to make banking and financial arrangements;
 - iii. to execute documents;
 - iv. to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
 - v. to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Directors may consider themselves advisable;
 - vi. to purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its Members, Directors or Officers from any claims, damages, losses, or costs arising from or related to the affairs of the Corporation; and
 - vii. establish rules of procedure for the conduct of the AGM, general meetings or meetings of the Board or of its committees.
- k. Each Director shall be a Member of the Corporation at the time of his or her election or appointment, or within ten days of election or appointment and shall remain a Member throughout his or her term of office. A Director shall be at least 18 years of age and may not be an undischarged bankrupt or a mentally incompetent person.
- l. The Past President of the Corporation shall be an ex officio voting member of the Board.
- m. The Board may appoint a Director to fill a vacancy by a majority vote, provided that a quorum of Directors remains in office. The total number of Directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members. If there is no quorum of Directors or the Members did not elect the minimum number of Directors set out in the articles, the remaining Directors shall call a general meeting of the Corporation to fill the vacancies. If the Directors fail to call such a meeting, the meeting may be called by any Member.
- n. The Members of the Corporation may elect a Director or Directors, as the case may be, by a majority vote among all voting Members present by a show of hands or by ballot if requested by a Member unless otherwise required by the Act.
- o. The Members of the Corporation may remove a Director by resolution passed by at least two-thirds of the votes cast at a general meeting at which notice was given and may by a majority of votes cast elect at that general meeting any person who is qualified to be a Director in their

stead for the duration of the removed Director's remaining term. After that, the appointee will be eligible to be elected as a Director.

- p. The members of the Board may, at their sole discretion, remove a Director at any time when that Director has missed more than four consecutive Board meetings.

6. Meetings of the Board of Directors:

- a. A quorum for a meeting of the Board shall be three-fifths of the Directors, provided that once a quorum has been obtained the quorum shall be deemed to continue. The Board may hold its meetings at any place in Ontario as it may from time to time determine.
- b. Meetings of the Board may be called by the President, a Vice-president, Secretary or any two members of the Board at any time and any place on notice as required by the Notices Section of this By-law.
- c. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. Notice of the time and place of the meeting must be given not less than 7 days before the date that the meeting is to be held. Notice must be given according to requirements set out in the Notices Section of this By-law. If regular meetings are scheduled, no additional notice is required. A meeting of Directors may also take place without notice immediately after an AGM or a general meeting to transact any business. Notice of a meeting is not necessary if:
 - i. all of the Directors are present, and none objects to the holding of the meeting,
 - ii. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
 - iii. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the AGM of the Corporation.
- d. The President will act as Chair for Board Meetings. If the President is absent, the Vice-President, Secretary, or Treasurer (in that order) will act as Chair of the meeting or choose another Director to act as the Chair.
- e. The Directors shall vote on any resolution arising at any meeting of the Board. Each Director has one vote. A majority of votes cast shall decide the resolution unless otherwise required by the Act. In case of a tie vote, the Chair shall have a casting vote in addition to his or her original vote.
- f. A declaration by the Secretary 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 fact without proof of the number or proportion of the votes recorded in favour or against any resolution.
- g. If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

7. **Officers:** The Officers of the Corporation shall have the following duties:

- a. **Chair** - Will perform the duties described in the By-laws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.
- b. **President** - Chair all general meetings and of the Board, when present (in person unless the meeting is only by telephone or other electronic means) and able; have general supervision of the affairs of the Corporation; perform any other duties which the Board may, from time to time, assign;
- c. **Vice President** - Exercise any or all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties; and perform any other duties which the Board may, from time to time, assign;
- d. **Secretary** - Keep and maintain the records and books of the Corporation, including the registry of Officers and Directors, the registry of Members, the minutes of the AGM, general meetings and meetings of the Board; the By-laws and resolutions; certify copies of any records, registry, By-law, resolution or minute; give any notices required for the AGM, general meetings and meetings of the Board; and perform any other duties which the Board may, from time to time, assign;
- e. **Treasurer** - keep and maintain the financial records and books of the Corporation; sign all cheques or process other payments, as the case may be; prepare the financial statements of the Corporation; and perform any other duties which the Board may, from time to time, assign.
- f. Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties.

8. **Signing Authority:**

- a. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors.
- b. The Board may from time to time decide who will execute a particular document or type of document and how it will be executed.
- c. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

9. **Members' Rights and Meetings:**

- a. As set out in the articles, each Member is entitled to receive notice of, attend, and vote at all general meetings, and each Member will be entitled at such meetings to an equal share of the one vote for the respective residential address at which the Member resides when that one vote is divided equally among the number of Members who reside at that address.
- b. A Member may vote at a meeting by proxy in writing delivered to the Secretary no later than 48 hours prior to the meeting.
- c. At any meeting of Members:
 - i. Each Member is entitled to an equal share of the one vote for the residential address where the Member resides where that one vote is divided equally by the number of Members who reside at that address.

- ii. An abstention will not be considered a vote cast.
 - iii. In the event of a tie on any matter before that meeting that has been voted upon by its Members, the Chair of the meeting has to call for a written ballot. The Chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.
- d. Membership shall cease:
 - i. upon death of a Member;
 - ii. if the Member has not renewed the membership for their residential address and paid the applicable membership fees or dues prior to or at the AGM;
 - iii. if the Member resigns by written notice given to the Secretary;
 - iv. if the Member no longer qualifies for membership in accordance with the by-laws; or
 - v. if the membership has been terminated by a vote of at least two-thirds of the Members at a meeting duly called for that purpose. Notice of the meeting shall be served upon the Member and shall set out the grounds for the proposed termination of his or her membership.
- e. The AGM of the Corporation shall be held in Ontario no later than 6 months after the end of the Fiscal Year and no later than 15 months after the last general meeting. The following business shall be conducted at the AGM:
 - i. Approve the agenda for the AGM (Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the AGM in accordance with the Act, so that such item of new business can be included in the notice of the AGM. No other item of business shall be included on the agenda for the AGM.);
 - ii. Approve the minutes of the previous AGM and any special meetings;
 - iii. Reading of the financial reports (Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the AGM, with a copy of the approved financial statements, Treasurer's report and other financial information required by the By-laws or articles.);
 - iv. Approve the financial statements for the previous fiscal year;
 - v. Election of the Director;
 - vi. Appointment of the person to conduct a financial review; and
 - vii. Any other new or special business that may properly be brought before the meeting.
- f. The Directors may, from time to time, call a general meeting of the Corporation according to the rules as set out in Section 9 a.
- g. The Directors shall call a general meeting of the Corporation at their sole discretion or on the written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

- h. Subject to the Act, not less than 14 and not more than 50 days prior to the Meeting written notice of any AGM or general meeting must be given in the manner specified in the Act to each Member and to the Treasurer. Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.
- i. Quorum for the AGM or for a general meeting shall be at least 10 Members of the Corporation present in person or by proxy, provided that at least 2 Members, other than Directors, are present in person at the time of the meeting.
- j. Members are entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- k. The President will act as Chair for the AGM and general meetings. If the President is absent, the Vice-President, Secretary or Treasurer will act as Chair of the meeting or choose another Director to act as the Chair. If no Director is present, or if all of the Directors present decline to act as Chair, the Members present will choose a Member present to chair the meeting.
- l. A Member may participate in any meeting by telephone or electronic means. The telephone or electronic means must:
 - i. Allow all participants to communicate adequately with each other during the meeting;
 - ii. Allow you to verify the identity of anyone casting a vote;
 - iii. Prevent you from knowing how they voted.
 - iv. (A Member participating in the above ways is deemed to be present at that meeting. AGMs or general meetings may be held entirely by phone or electronic means.)
- m. The Chair may, by resolution of a majority of votes cast at any meeting of the Corporation, adjourn the meeting and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. An adjournment may be made with or without a quorum present.
- n. The only persons entitled to attend a meeting are:
 - i. the Members;
 - ii. the Directors;
 - iii. the person who has been appointed to conduct a financial review, if any;
 - iv. others who are entitled or required under any provision of the Act or the articles to be present at the meeting, and;
 - v. any other person may be admitted only if the Chair of the meeting invites them or the majority of the Members present at the meeting consent to their being there.

10. Notices:

- a. Any notice required to be sent to any Member or Director or to the person who has been appointed to conduct a financial review shall be delivered:
 - i. To their last email address on record;
 - ii. Or to their last residential address;
 - iii. Or other electronic means.
- b. Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.
- c. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.
- d. No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

11. Protection of Directors and Officers:

- a. **Limitation of Liability** - No Director, Officer or committee member of the Corporation shall be liable for:
 - i. the acts, receipts, neglects or defaults of any other Director, Officer, committee member, employee, or agent of the Corporation;
 - ii. joining in any receipt or any other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
 - iii. the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be placed or invested;
 - iv. any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person, firm or corporation with whom or which any of the moneys, securities or effects of the Corporation shall be deposited;
 - v. any loss occasioned by any error of judgment or oversight on their part;
 - vi. any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or trust or in relation thereto, unless the same are occasioned by their own willful neglect or default.
- b. **Indemnity** - The Corporation shall indemnify and save harmless every Director or Officer, every former Director or Officer, and every person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or Creditor (or a person who undertakes or has undertaken a liability on behalf of the Corporation or any such body corporate) and their heirs and legal representatives, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if

- i. they acted honestly and in good faith with a view to the best interests of the Corporation;
- ii. they complied with the Act and the Corporation's articles and By-laws;
- iii. exercised their powers and discharged their duties in accordance with the Act; and
- iv. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

12. **Insurance** - The Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine. **Conflicts of Interest:**

- a. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.
- b. A Director who has a Conflict of Interest shall not attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

13. **Amendments:**

- a. Amendments may be made to this By-law at an AGM or at a special general meeting provided 7 days' notice of such proposed amendment has first been given to all Members and by a majority of the votes cast by Members at such meeting.
- b. If an amendment is to be proposed by a Member in good standing, the Secretary of the Corporation is to provide 7 days' notice to all Members of such proposed amendment.

14. **Definitions & Interpretation:**

- a. In this Bylaw, unless the context otherwise requires:
 - i. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
 - ii. "Board" means the board of directors of the Corporation;
 - iii. "Bylaws" means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
 - iv. "Chair" means the chair of the Board;
 - v. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
 - vi. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
 - vii. "Member" means a member of the Corporation;
 - viii. "Members" means the collective membership of the Corporation; and
 - ix. "Officer" means an Officer of the Corporation.

- b. Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.
 - c. The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.
 - d. If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.
15. The foregoing by-laws are hereby passed by the Directors of the Corporation pursuant to the Corporations Act and Ontario Not-for-Profit Corporations Act 2010 (ONCA) and approved at Toronto this 15 day of May of 2024.