

BYLAW

SOCIETY FOR LEARNING IN RETIREMENT LONDON

(CREATED 2008; AMENDED APRIL 24, 2014; AMENDED APRIL 16, 2015, AMENDED APRIL 14, 2016,
AMENDED APRIL 19, 2018, AMENDED APRIL 27, 2022, AMENDED APRIL 13, 2023)

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of SOCIETY FOR LEARNING IN RETIREMENT LONDON (hereinafter called the "Corporation") as follows:

HEAD OFFICE

1. The Head office of the Corporation shall be in the **City of London in the Province of Ontario** and at such place therein as the directors may from time to time determine.

BOARD OF DIRECTORS

2. The affairs of the Corporation shall be managed by:
 - a. **A board of seven (7) to eleven (11) Directors:**
 - i. The Immediate Past President, who shall be Chair; President; Vice-President; Board Secretary; Treasurer; and up to six Members-at-Large.
 - b. Each Director at the time of his/her election or within ten (10) days thereafter and throughout his or her term of office **shall be a member** of the Corporation.
 - c. The directors shall be **elected** at the first meeting of members for the election of directors following the enactment of this by-law.
3. Directors shall be **elected for a three-year term** and **may be re-elected for up to two additional years** and may not stand as Director again until one year has elapsed..

Notwithstanding the foregoing, by resolution the Board may from time to time exempt specific incumbent directors from this aggregate maximum term if circumstances require.

4. The members of the Corporation may, by resolution passed by at least **two-thirds of the votes** cast at a general meeting of which notice specifying the intention to pass such resolution has been given, **remove any Director** before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any eligible person in his or her stead for the remainder of the term.

VACANCIES, BOARD OF DIRECTORS

5. Vacancies on the Board of Directors, however caused:
 - a. May, **so long as a quorum of Directors** remain in office, be filled by the directors, if they see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.
 - b. But if there is **not a quorum of Directors**, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

- c. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

- 6. The Board will meet a minimum of **twice a year**.
 - a. **A majority of the Directors shall form a quorum** for the transaction of business.
 - b. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine.
 - c. No formal notice of any such meeting shall be necessary **if all the directors are present**, or if those absent have signified their consent to the meeting being held in their absence.
 - d. Directors' meetings can be formally called by the President, Vice-President, or Chair of the Board.
 - e. **Notice of such meetings** shall be delivered, telephoned or sent by facsimile or electronic communication to each director not less than three days before the meeting is to take place or shall be mailed to each director no less than five business days before the meeting is to take place. The statement of the Secretary or Past President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
 - f. 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.
 - g. A directors' meeting may also be held, without notice, immediately following the Annual Meeting of the members of the Corporation.
 - h. The directors may consider or **transact any business** either special or general at any meeting of the board.
- 7. In the **absence of the Past President**, his or her duties as Chair may be performed by the President or such other Director as the Board may from time to time appoint for that purpose. The Directors shall be entitled from time to time to adopt such rules of procedure as are consistent with Robert's Rules of Order.
- 8. If all the directors present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other **simultaneously and instantaneously**, and a director participating in the meeting by those means is deemed to be present at the meeting.
- 9. Notwithstanding any other provision of this Bylaw, **any resolution signed by all the directors, or agreed to by all of the Directors electronically**, is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose.

ERRORS IN NOTICE, BOARD OF DIRECTORS

- 10. **No error** or omission in giving such notice for a meeting of directors **shall invalidate** such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

11. Questions arising at any meeting of directors shall be decided by a **majority of votes**. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in 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 prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

POWERS

12. The directors of the Corporation may **administer the affairs** of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
13. Without in any way derogating from the foregoing, the directors are **expressly empowered** from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immoveable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

14. The directors shall receive **no remuneration** for acting as such.

OFFICERS OF CORPORATION

15. There shall be **the immediate Past President, a President, a Vice-President, a Board Secretary, a Treasurer**, and such other officers as the Board of Directors may determine by resolution from time to time. One person may hold more than one office except the offices of President and Vice-President. The President, Vice-President, Secretary and Treasurer shall be **elected from among the members of the Board of Directors**.

DUTIES OF PAST PRESIDENT, PRESIDENT AND VICE-PRESIDENT

16. The **Past President** shall, when present, preside at all meetings of the Board of Directors and members of the Corporation. The Past President with another officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the Past President, his or her duties and powers may be exercised by the President, or such other director as the board may from time to time appoint for the purpose.

The **President** shall preside at all general meetings of SLR and be charged with the general management and supervision of the affairs and operations of the Corporation.

During the absence or inability of the President, his or 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..

DUTIES OF BOARD SECRETARY

17. The **Secretary**, or a director designated by the Secretary, shall attend all meetings of the Board of Directors and record all facts and **minutes** of all proceedings in the books kept for that purpose and such minutes to be distributed on a timely basis. He or she shall **give all notices required** to be given to members and to directors.

DUTIES OF TREASURER

18. The Treasurer shall attend all meetings of the Board of Directors and shall:
- a. Keep full and **accurate accounts** of all receipts and disbursements of the Corporation in proper books of account.
 - b. **Deposit all moneys** or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.
 - c. **Disburse the funds** of the Corporation under the direction of the Board of directors taking proper vouchers therefore and shall
 - d. Render to the Board of directors at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the **financial position of the Corporation**.

DUTIES OF OTHER OFFICERS

19. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

20. Any two officers or directors of the Corporation shall sign **deeds, transfers, licenses, contracts, and engagements** on behalf of the Corporation.

Contracts in the **ordinary course** of the Corporation's operations may be entered into on behalf of the Corporation by **any two of the Past President, President, Vice-President, Secretary or Treasurer**, and such contracts **approved** by the board of directors beforehand.

21. The Past President, President, Vice-President, Secretary or Treasurer, or **any two** of them, or any person or persons from time to time designated by the board of directors may:
- a. Transfer any and all shares of **stock, bonds or other securities** from time to time standing in the name of the Corporation in its corporate or any other capacity or as trustee or otherwise.
 - b. Accept in the name and on behalf of the Corporation transfers of shares of stock, bonds or other securities from time to time transferred to the Corporation.
 - c. Affix the corporate seal to any such transfers or acceptances of transfers.
 - d. Make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the **appointment of an attorney** or attorneys to make or accept transfers of shares of stock, bonds or other securities on the books of any company or corporation.

BOOKS AND RECORDS

22. 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.

COMMITTEES

23. The Board of Directors may at any time **establish any committee**, including the constitution of its membership, and prescribe its terms of reference. For standing Committees the constituent Members shall nominate their own Chairs and other positions, to be ratified by the Board at its next meeting. For *ad hoc* committees the Board, or Executive Council may appoint the Chair. The Board may by resolution dissolve any committee at any time.
24. Among other committees established by the Board, there shall be:
- a. **A Nominating Committee** consisting of the immediate Past President, one member of the Board of Directors, and one member-at-large. This committee will prepare a slate of officers and a slate of board members, prescribe their terms of reference, and submit an annual list of position appointees to the Board for approval.
 - b. **A Finance and Funding Committee** consisting of the Treasurer, the Vice-President and others to be approved by the Board. The Board will approve the Chair, chosen by the committee. The committee will develop an annual financial plan and report to the Board.
 - c. **An Executive Council**, chaired by the President and comprised of the Vice-President, the Registrar, standing committee Chairs and any other person designated by the Board. The Council will administer the day-to-day operations of the Corporation.

MEMBERSHIP

25. Membership is open to **any adult person committed to participatory learning** and is conferred upon such persons as pay the prescribed **membership fee** at any point in time.

Members may **resign by giving notice in writing**, which shall be effective upon acceptance thereof by the board of directors, upon which resignation any member who is also a director or officer shall cease to hold any office.

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

26. The Board of Directors or the Past President, the President or Vice-President shall have power to call at any time an **Annual or a Special Meeting** of the Members of the Corporation.
- a. **Once a year** there will be an Annual Meeting of the Membership.
 - b. The Annual or any Special Meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as appointed.
 - c. A call for **nominations for Board vacancies** shall be sent to the Members approximately six weeks prior to the Annual Meeting.

Notice of the slate of nominations and any proposed **changes to the Bylaw** must be given at least three weeks prior to the same meeting.

For the purpose of sending notice to any Member, Directors or Officers for any meeting or otherwise, the address of any Member, Director or officer shall be his last physical or email address recorded on the books of the Corporation.

d. **Absentee ballots** on resolutions included in the agenda shall be permitted by mail, hand delivery, or email, if the votes are received by the Secretary or designate by noon on the day before the meeting.

27. At every **Annual Meeting**, in addition to any other business that may be transacted:

- a. The following documents shall be presented:
 - i. Report of the Directors,
 - ii. Financial Statements,
 - iii. Reports of the Reviewer, as applicable
 - iv. Report from the Nominating Committee
- b. The **Board of Directors** shall be elected.
- c. A **Reviewer** shall be elected.
- d. The **Members** may consider and transact **any business** if the member has **notified the Secretary** at least six weeks prior to the Annual Meeting, in writing, that such business be included in the notice of the Annual Meeting.
 - i. The request must state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.
 - ii. A statement from the requesting member of not more than 1,000 words with respect to the matter referred to in the proposed resolution shall be sent to all members entitled to vote at the meeting.

28. Member's Right to Request a Special Meeting

- a. A member may request a Special Meeting of the members if such a request is accompanied by the signatures of at least **ten percent (10%)** of the members.
- b. The request must state the nature of the business to be discussed in sufficient detail to permit a member to form a reasoned judgment on the business and must state the text of any resolution to be submitted to the meeting.
- c. On receiving a valid requisition for a Special Meeting, the directors shall call a meeting of the members within a reasonable period of time to transact the business stated in the requisition and shall send to the members entitled to vote at the meeting a statement from the requesting member of not more than 1,000 words with respect to the matter referred to in the proposed resolution.

29. Notwithstanding any other provision of this Bylaw, any Bylaw or resolution signed by all the Members is as valid and effective as if passed at a meeting of Members duly called, constituted and held for that purpose.

ERROR OR OMISSION IN NOTICE

30. **No error** or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the members of the Corporation **shall invalidate** such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ADJOURNMENTS

31. Any meetings of the members of the Corporation or of the directors or any committee thereof **may be adjourned to any time** and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

32. A quorum for the transaction of business at the Annual Meeting described in section 27a.b.c. of this Bylaw shall be **five per cent (5%)** of the members represented in person or by absentee ballot, and at least one (1) member present in person.

A quorum for voting on a member's proposal as described in section 27d and section 28 of this Bylaw shall be **twenty per cent (20%)** of the Members represented in person or by absentee ballot, and at least one (1) Member present in person.

VOTING OF MEMBERS

33. Subject to the provisions, if any, contained in the Letters Patent or any Supplementary Letters Patent of the Corporation, each member of the Corporation shall at all meetings **of members be entitled to one vote** and he or she may vote absentee ballot provided the ballot is received by the secretary or designate prior to noon on the day before the meeting..

34. At all meetings of members:

- a. Every question shall be decided by a **majority** of the combined votes of the Members present in person and the votes cast by absentee ballot unless otherwise required by the Bylaw of the Corporation or by law.
- b. Every question shall be decided in the first instance by a **show of hands** unless any member demands a poll. 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 Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- c. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members 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 Corporation upon the matter in question. In case of an equality of votes, whether upon a show of hands or at a poll, the Chair shall be entitled to a casting vote.

FISCAL YEAR

35. Unless otherwise resolved by the board of directors, the fiscal year of the Corporation shall terminate on the thirty-first day of March in each year.

CHEQUES ETC.

36. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation
- a. That are equal to \$250 or less **shall be signed** by at least one person who has been granted signing authority by the bank (either the Treasurer, the Past President, the President, Vice-President or the Board Secretary);
 - b. That are equal to more than \$250 **shall be signed** by the Treasurer **and** one other of the Past President, President, Vice-President or Board Secretary.
 - c. Any one of such officers or agents may **alone endorse** notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp, if any, for the purpose.
 - d. **Any one** of such officers or agents so appointed may arrange, settle, balance and certify all **books and accounts** between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.
 - e. For monies **reimbursing a signing authority** equal to \$250 or less, the cheque must signed by someone other than the payee, and for monies more than \$250, cheques must be signed by **two of** the President, Vice-President, current Past President or Board Secretary, neither of whom are the payee.

BORROWING

37. The Treasurer and the Past President, President or Vice-President may from time to time:

- a. borrow money on the credit of the Corporation; or
- b. issue, sell or pledge securities of the Corporation; or
- c. 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;

provided that, except where the Corporation borrows on the security of its real personal property, its borrowing power shall be limited to borrowing money for current operating expenses. All such transactions shall be approved by the board of directors beforehand.

FINANCIAL REVIEW

38. A **Reviewer** will review the finances and provide a report at the Annual Meeting.

LIMITATION OF LIABILITY

39. Subject to the provisions of the Corporations Act (Ontario)

- a. **No director or officer** for the time being of the Corporation **shall be liable for:**

- i. The acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or 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 by the Corporation or for or on behalf of the Corporation; or
 - ii. The insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested; or
 - iii. Any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or other assets belonging to the Corporation; or
 - iv. Any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto **unless the same shall happen by or through his own wilful neglect or default.**
- b. The Directors, for the time being of the Corporation, **shall not be under any duty or responsibility** in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors of which the director or directors to whom recourse is being had was or were members.
 - c. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his or her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, **from receiving proper remuneration for such services.**
 - d. When the potential for conflict of interest exists the director in question should absent himself or herself from the relevant discussion of the board.

INDEMNIFICATION AND INSURANCE

40. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors, administrators, assigns and estate and effects respectively, shall from time to time and at all times be indemnified and save harmless out of the funds of the Corporation from and against:
- a. any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything or permitted by him or her in respect of the execution of the duties of his or her office; and
 - b. all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Corporation;

provided that no director or officer of the Corporation shall be indemnified by it in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to **be in breach of any duty or responsibility imposed upon him or her under the Corporations Act (Ontario)** or under any other statute unless in an action brought against him or her in his or her capacity as a director or officer, he or she has achieved complete or substantial success as a defendant.

41. The Corporation shall ensure that such **insurance** for the benefit of its directors and officers as the board may from time to time determine is maintained **except** insurance against the liability, costs, charge or

expense of the director or officer incurred as a result of the contravention of Section 283(5) of the Corporations Act (Ontario), as amended from time to time

INTERPRETATION

42. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

AMENDMENTS TO BYLAW

43. The Directors may by resolution make, amend, or repeal any by-law that regulates the activities or affairs of the corporation. The directors shall submit the by-law, amendment or repeal to the members at the next meeting of the members and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

DISSOLUTION OF THE CORPORATION

44. In the event of dissolution of the Society for Learning in Retirement London, any funds remaining after payment of all liabilities and expenses shall be donated to an organization that has values and goals that are similar to the Society, as shall be approved by the Board at that time.

PASSED by the Board of Directors the 9th day of February 2023.

Past President

Board Secretary

CONFIRMED by the Members of the Corporation the 13th day of April 2023.

Board Secretary