

**Society of St. Vincent de Paul,
Toronto Central Council**

(Incorporated under the provisions of the Ontario Corporations Act)

By-Law No. 1

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Society of St. Vincent de Paul, Toronto Central Council

BY-LAW NO. 1

A by-law relating generally to the transaction of business and affairs of the Society of St. Vincent de Paul, Toronto Central Council (referred to herein as the “corporation”).

Be it enacted as a by-law of the corporation as follows:

PREAMBLE

1. The Society of Saint Vincent de Paul is a Catholic lay organization that serves and ministers to all the poor and promotes their dignity in accordance with Christian values and the Vincentian philosophy, as expressed in the Rule and Statutes of the Society of Saint Vincent de Paul in Canada (referred to herein as the “Rule” and the “Society”). Vincentians, in serving the poor, are living the message of the Gospel and are transformed through Jesus Christ.

DEFINITIONS

2. In this By-law,
 - “affiliated work” means any other corporation established by the Society of St. Vincent de Paul, Toronto Central Council in order to further the work of the Society;
 - “central council” means a geographical grouping of several particular councils;
 - “conference” means a group of persons (known as Vincentians) who have joined the Society and are based in a parish, a school or other location;
 - “corporation” means “Society of St. Vincent de Paul, Toronto Central Council”, an Ontario non-share capital corporation incorporated under the Ontario Corporations Act;
 - “member” means any person who meets all membership requirements and is accepted as a member of a conference or committee of the Society of St. Vincent de Paul, Toronto Central Council; members of a conference or committee are also members of the corporation;
 - “particular council” means a group of several conferences in the same vicinity that join together to form the first level of councils within the Society of Saint Vincent de Paul;
 - “Vincentian” (noun) means a person who participates in the activities of the Society of Saint Vincent de Paul;
 - “Vincentian” (adjective) means “of” or “pertaining to” the activities of the Society of Saint Vincent de Paul.

CORPORATE SEAL

3. The corporate seal of the corporation shall be such as the board of directors may adopt by resolution and shall be entrusted to the secretary of the corporation for its use and safe keeping.

HEAD OFFICE

4. The head office of the corporation shall be in the City of Toronto in the Province of Ontario at such place therein as the board of directors may determine by resolution.

CONFERENCES

5. The conference is the basic unit of the corporation and gives effect to the Vincentian purpose and primary goals as set forth in Art. 1.
6. Conference members are general members of the corporation. Conference presidents are voting members of the corporation.

PARTICULAR COUNCILS

7. The board of directors of the corporation may, by resolution, designate a number of conferences in a defined area as a particular council. The conferences so designated constitute the particular council and each particular council shall be given a name in a resolution of the board.
8. The elected president of a particular council, by virtue of their office, becomes a member of the board of directors. Whenever the president of a particular council chooses not to be a director on the board, the particular council shall elect from among their membership a representative to be a director on the board. The term of the elected representative on the board shall run concurrently and terminate at the same time as the term of the particular council president.

BOARD OF DIRECTORS

9. The affairs of the corporation shall be managed by a board of directors (the “board”), consisting of:
 - a) the president of the corporation;
 - b) the president (or the elected representative on the board) of each particular council; and
 - c) up to three of the following officers of the corporation (the secretary, the treasurer, one vice-president) who are not already a director by virtue of b) above.

10. The board may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, and that are not expressly prohibited by:
 - a) the letters patent of the corporation and any amendments thereto;
 - b) the by-laws; or
 - c) any statute.
11. Directors shall be individuals eighteen (18) years of age or more and shall, at the time of election or within ten (10) days thereafter, and throughout the term of office, be voting members of the corporation.
12. A director's term of office shall be from:
 - a) the date of election of a particular council president or representative on the board; or
 - b) the date of appointment of an officer who is not a particular council president or representative on the board.
13. In the event of any vacancy, however caused, occurring on the board, with the exception of the president of the corporation, such vacancy shall be filled by:
 - a) the election of a new president or representative on the board from the particular council from which such director came; or
 - b) the appointment of an officer who is not a particular council president or representative on the board.
14. A person ceases to be a director of the corporation if that person:
 - a) dies;
 - b) does not become a member of the corporation within ten (10) days after election or appointment as a director, or ceases to be a member of the corporation;
 - c) becomes bankrupt;
 - d) is found by a court to be mentally incompetent or of unsound mind;
 - e) resigns from office by delivering written notice to the secretary of the corporation;
or
 - f) ceases to qualify as a director in accordance with Art. 9.
15. The directors of the corporation shall serve without remuneration, and no directors shall indirectly or directly receive any profits from their position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

MEETINGS OF DIRECTORS

16. Meetings of the board shall be held at the head office of the corporation unless agreed to otherwise by the board. Meetings shall be held regularly as determined by the board. The date and time for the next meeting of the board shall be set at each board meeting.

17. A meeting of the board may be convened by the president or any majority of the directors at any time. The secretary, by direction of the president or a majority of directors, shall notify the directors of such meeting.
18. Notice of any meeting of the board shall be delivered or mailed or sent by fax or other approved electronic means to each director not less than seven (7) days before, if mailed, and not less than two (2) days before if delivered or emailed or sent by fax or otherwise communicated, but inclusive of the day for which notice is given. However, meetings of the board may be held at any time without formal notice if all of the directors are present or those absent have waived notice or have signified their consent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in the notice thereof may be waived by any director.
19. The president of the corporation shall, when present, preside at all meetings of the board. In the absence of the president at a meeting of the board, the president may designate a substitute (subject to acceptance by the board) as chairperson of that meeting; otherwise, the directors present shall choose one of their members to be chairperson of that meeting.
20. A quorum at any meeting of the board shall be the presence, in person, of at least a majority of the directors. If all the directors of the corporation present at or participating in the meeting consent, a meeting of directors may be held by means of 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 such meeting by such means is deemed for the purpose of the Ontario Corporations Act to be present at that meeting
21. Matters put to a vote at any meeting of the board shall be decided by a majority of votes unless otherwise provided by statute or by the corporation's by-laws. In case of an equality of votes, the chairperson of the meeting shall have the deciding vote.
22. At any meeting, unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact, without proof of the number, or proportion of votes, recorded in favour of or against the motion.

OFFICERS

23. On the recommendation of the president, the board shall, by resolution, appoint the other officers, including at least one board member who is a particular council president or particular council representative on the board.
24. Officers of the board shall consist of:
 - a) the president;
 - b) vice-presidents, who may be from one to three in number;
 - c) the secretary; and
 - d) the treasurer.

25. An officer's term of office expires on the election of a new president or when the board requests the officer's resignation.
26. In the case of absence or inability to act of any officer of the corporation, or for any reason that the directors may deem sufficient, the directors may delegate all or any of the powers of any such officer to any other officer, or any director for the time being. All officers of the corporation should attend all meetings of the board and of members, and shall have the right to participate thereat, but shall not have the right to vote thereat unless such officer is also a director.

PRESIDENT

27. The president shall be elected by the voting members of the corporation. A new president need not be a current member of the board but, upon their election, becomes a member of the board and a voting member of the corporation. The board shall, by resolution, confirm the election of the president. Where the president, for any reason, does not complete their term of office, a new president will be chosen by the board, from their members, to fill the role on an interim basis until a new president can be elected.
28. The president shall sign such contracts, documents or instruments in writing as required and shall be responsible to the board for the coordination of all the affairs of the corporation, and all matters affecting the corporation.
29. The president shall perform any other duties conferred by direction of the board.

VICE-PRESIDENT

30. There may be from one to three vice-presidents.
31. In the absence, inability or refusal of the president to act, the vice-president, or if there are more than one then one of the vice-presidents, may serve as a substitute for the president subject to the approval of the board, and shall be vested with all the powers and shall perform all the duties of the president.

SECRETARY

32. The secretary shall, when present, act as secretary at any meeting of directors or members, and shall have charge of the minute books of the corporation and the documents and members' register referred to in the Ontario Corporations Act. The secretary shall sign such contracts, documents or instruments in writing as required, and shall have such other powers and duties as may be assigned by the board or as are incidental to the office.

TREASURER

33. Subject to provisions of any resolution of the board, the treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit the same in the name of the corporation at such bank or banks or with such depository or depositories as the board may direct. The treasurer shall sign all contracts, documents or instruments in writing as required, and shall have such other powers and duties as may be assigned by the board or as are incidental to the office. The treasurer may be required to give such bond for the faithful performance of their duties as the board may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the corporation to receive any indemnity thereby provided.

EXECUTIVE DIRECTOR

34. The executive director shall be the chief executive officer of the corporation and shall:
- a) have the responsibility for the day-to-day management of the corporation and its staff;
 - b) report to the president and hold office at the pleasure of the board;
 - c) attend at all meetings of the board and members of the corporation, unless requested by the resolution of a majority of directors or voting members to be absent from that meeting or any part thereof; and
 - d) have the right and obligation to participate in such meetings but shall not have any right to vote.

COMMITTEES

35. The board shall establish such committees as may be necessary or desirable to achieve its goals and objectives and to carry out the activities of the corporation.
36. All committees of the board shall have a mandate and terms of reference approved by the board.
37. On the recommendation of the president, the board shall, by resolution, appoint the chairperson of any committee.

INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

38. Every director or officer of the corporation, or any other person who has undertaken or is about to undertake any liability on behalf of the corporation and their heirs, executors, administrators and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of funds of the corporation from and against:
- a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for and in respect to any deed, act, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their position; and
 - b) all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

39. No director or officer for the time being of the corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the board, or for or on behalf of the corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any monies, securities or effects shall be lodged or deposited, or for loss, damage or misfortune whatever, which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto, unless the same shall happen by or through such director's or officer's own willful and wrongful act, or through their own wrongful and willful neglect or default.
40. The directors for the time being of the corporation shall not be under any duty or responsibility in respect to any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the corporation, except such as shall have been submitted to and authorized or approved by the board. If any director or officer 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 shareholder, director or officer of a company which is employed by or performs services for the corporation, the fact of being a director or officer of the corporation shall not disentitle the person from proper remuneration for such services. In such a case, the director or officer shall make such association known to the board in writing to ensure the board can be satisfied there is no conflict of interest.

MEMBERSHIP

41. There shall be two classes of membership in the corporation.
- a) General members of the corporation are the members of the conferences and/or committees. Such general members may attend the annual or any other general meeting of members of the corporation but do not have any right to vote at such meeting.
 - b) Voting members of the corporation are:
 - i) the board of directors;
 - ii) the presidents of conferences recognized by the board; and
 - iii) the president of any affiliated work.

MEETINGS OF MEMBERS

42. The corporation shall hold an annual meeting of its members not more than fifteen (15) months after the holding of the last such meeting, usually on or around the 27th of September of each year in or about the City of Toronto, or such other place within the Archdiocese of Toronto, as the board may designate. The annual general meeting agenda shall include:
- a) minutes of the previous annual or special general meeting;
 - b) a report of the affairs of the corporation for the previous year;
 - c) financial statements of the corporation;
 - d) auditors' report;
 - e) appointment of auditors;
 - f) confirmation of the board of directors; and
 - g) such other information or reports relating to the corporation's affairs as the directors may determine.
43. Other meetings of the members, to be known as general meetings, may be convened by order of the president or by the board to be held at any date and time and at any place within the Archdiocese of Toronto. In addition, the president shall call a general meeting of members upon receipt or written requisition to do so of not less than ten (10) percent of the voting members.
44. All meetings of members shall be chaired by the president of the corporation (or a substitute appointed by the president and acceptable to the voting members) or by another member chosen by the voting members. The chair shall vote only when a deciding vote is required.
45. The chairperson of any meeting may, with the consent of the voting members present, adjourn the meeting. Any business may be brought before or dealt with at any reconvened meeting which might have been brought before or dealt with at the original meeting, in accordance with notice calling the same.

NOTICE OF A MEETING OF MEMBERS

46. A printed notice stating the day, time and place of a meeting of the members, and the general nature of the business to be transacted, shall be served either personally or by sending such notice to each voting member of such meeting and to the auditor of the corporation by post in a prepaid wrapper or letter, not less than fourteen (14) or more than sixty (60) days (or in the case of a meeting of members to consider any changes to By-law No.1 or By-law No.2, or as amended, such minimum notice shall be forty-five (45) days) before the date of every meeting directed to such address of each voting member and of the auditor as it appears on the books of the corporation, or if no address is given therein, then to the last address of each such member or auditor known to the secretary, provided always that a meeting of the members may be held for any purpose at any date and time, at any place within the Archdiocese of Toronto without notice if all the voting members are present in person at the meeting, or if all absent voting members shall have signified their assent to such meeting being held in their absence. Notice of any meeting or any irregularity in any meetings, or in the notice thereof may be waived by any voting member or by the auditor of the corporation.
47. Accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the corporation shall not invalidate any resolution passed or any proceedings taken at any meetings of the members.
48. Notice of any meeting to the voting members shall include a statement of the right of such voting member to appoint a proxy holder who must be a member of the corporation. The notice of such meeting shall contain sufficient information concerning such business to permit the voting member to form a reasonable judgment on the decision to be taken.

VOTING AT MEETINGS OF MEMBERS

49. A minimum of thirty (30) percent of the voting members present in person or represented by a proxy holder shall form the quorum for the meeting.
50. At any meeting of members, a proxy holder, duly appointed in writing by a voting member, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the voting member appointing them would be entitled to exercise if present at the meeting.

51. Every question submitted to any meeting of members shall be decided by a majority of votes of voting members (present in person or represented by a proxy holder) given by a show of hands unless otherwise specifically provided by statute or these by-laws. At any meeting, unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact, without proof of the number or the proportion of those recorded in favour of or against resolution.
52. If, at any meeting, a poll is demanded on the election of a chairperson of the meeting or on question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such manner and either at once or later in the meeting or after adjournment as the chairperson of the meeting directs. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

53. By-laws of the corporation may be enacted, repealed or amended by a majority of the board at a meeting of the board and sanctioned by an affirmative vote of a two thirds majority of the voting members at a meeting of members duly called for the purpose of considering such by-law.
54. A copy of the text of any by-law to be confirmed at an annual or general meeting of members, including a by-law which amends or repeals an existing by-law, shall be sent to every voting member of the corporation with a minimum of forty five (45) days advance notice of such a meeting.

AUDITORS

55. The voting members shall at each annual general meeting appoint an auditor to audit the accounts of the corporation and to hold office until the next annual general meeting, provided that directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed from time to time by the board.

FISCAL YEAR

56. The board may by resolution fix the fiscal year end of the corporation, and the board may from time to time by resolution change the fiscal year end of the corporation.

*Amended at a meeting of the board of directors of the corporation the 26th day of May, 2010.
(to be in effect only after confirmation by the voting members of the corporation)*

Witnessed the corporate seal of the corporation;

President

Secretary

*Confirmed at a general meeting of the members of the corporation duly called for this purpose
the 27th day of September, 2010.*

Chairman of the Meeting

Secretary of the Meeting