

**Society of Saint Vincent de Paul Toronto Central Council /  
Société de Saint-Vincent de Paul Conseil Central de Toronto**

**By-law # 1**

A by-law relating generally to the transaction of business and affairs of the Society of Saint Vincent de Paul Toronto Central Council / Société de Saint-Vincent de Central de Toronto  
(the “Corporation”)

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## Preamble

The Society of Saint Vincent de Paul is a Catholic lay organization that serves and ministers to all persons experiencing poverty and promotes their dignity in accordance with Christian values and the Vincentian philosophy. Subject to the laws of Canada and its provinces applicable to the Corporation, including without limitation section 148 of the Act, the Corporation will be guided by the Rule and Statutes of the Society of Saint Vincent de Paul in Canada in carrying out its activities. Vincentians, in serving persons experiencing poverty, are living the message of the Gospel and are transformed through Jesus Christ.

## Section 1 – Definitions & Interpretation

(1) In this By-law:

“Act” means the *Canada Not-for-Profit Corporations Act*, SC 2009, c 23 and any successor Act as amended from time to time;

“Annual General Meeting” means the annual meeting of the Members of the Corporation as provided under the Act;

“Board” means the board of directors of the Corporation;

“Conference” means a formal organization of Vincentians, typically associated with a parish as outlined in the Rule, which elects a Conference President;

“Corporation” means Society of Saint Vincent de Paul Toronto Central Council in its English form and Société de Saint-Vincent de Paul Conseil Central de Toronto in its French form.

“Director” means a director of the Corporation;

“Member” means a member of the Corporation;

“Officer” means the holder of an Office as defined in Section 8;

“Ordinary Resolution” means a resolution passed by a majority of the votes cast thereon;

“Particular Council” means a formal grouping of Conferences, typically associated with a geographical area as outlined in the Rule, which elects a Particular Council President;

“Rule” means the internal statutes of the Society, as set out in “The Rule and Statutes of the Society of Saint Vincent de Paul Canada” (ISBN 978-2-9800207-8-0) as amended from time to time;

“Society” means the Society of Saint Vincent de Paul Canada;

“Special Resolution” means a resolution passed by two-thirds ( $\frac{2}{3}$ ) of the votes cast thereon;

“Special Works” means charitable activities and programs undertaken by the Corporation which have community-wide implications, as defined in the section entitled “Special Works of the Society” in the Rule;

“Vincetian” means an individual who has been accepted into membership of the Society, having met such screening and other requirements as set out in the Rule and the administrative policies of the Society; and

- (2) In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders. Other than as specified, words and expressions defined in the Act have the same meanings when used in this By-law.

## **Section 2 – Repeal of Prior By-laws**

All prior by-laws of the Corporation are repealed from and after the coming into force of this By-law and all prior resolutions or other enactments of the Corporation that are inconsistent with this By-law are hereby repealed.

## **Section 3 – Registered Office**

The registered office of the Corporation shall be in the City of Toronto in the Province of Ontario at such place therein as the Board may determine by resolution.

## **Section 4 – Membership**

- (1) The membership of the Corporation shall comprise:
  - (a) the Directors of the Corporation from time to time;
  - (b) the Presidents from time to time of each of the Particular Councils that are instituted with and report to the Corporation; and
  - (c) the Presidents from time to time of each of the Conferences that are aggregated with and report to Particular Councils which in turn are instituted with and report to the Corporation.
- (2) Notwithstanding Section 4(1), any individual described in Section 4(1)(b) or (c):
  - (a) may be expelled or suspended from membership in accordance with Schedule “A” or may withdraw, in writing, from his or her membership; and
  - (b) shall not thereafter become a Member by virtue of Section 4.1(b) or (c) until the expiration of five years from the date of such expulsion or withdrawal.
- (3) Each Member shall have one (1) vote on all matters properly brought before the membership for decision, regardless of whether they hold the offices of Conference President and Particular Council President concurrently.
- (4) Membership in the Corporation shall terminate automatically when an individual no longer holds any of the offices set out in Section 4(1)(b) or (c) that qualify the individual for membership.

- (5) The Board shall deal with all matters relating to discipline in accordance with Schedule “A”.

## **Section 5 – Membership Meetings**

- (1) A meeting of the Members may be called by the Board or by requisition of the Members in accordance with s. 167 of the Act.
- (2) Meetings of Members may be held at any place within the Archdiocese of Toronto. Participation by telephonic or electronic means is allowed where it is unsafe or illegal to have members attend in person, otherwise participation by telephonic or electronic means is not allowed.
- (3) Quorum for meetings of the membership shall be the presence of fifty percent (50%) of Members, in person or represented by proxy. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum and to fix the time to which to adjourn.
- (4) At all meetings of Members, a majority of votes cast, unless otherwise required by law or the By-laws of the Corporation, shall decide every question, regardless of whether those votes were cast by show of hands or by poll. In the event of an equality of votes, the motion shall fail.
- (5) At each Annual General Meeting of Members, the Directors will present the minutes of the last Annual General Meeting or special meeting of Members and, in accordance with the Act, will present the annual financial statements, the report of the auditors and a report on the past year’s operations, together with such other information as might be pertinent to any special business to be considered and to the future direction and operation of the Corporation. The agenda shall also include the appointment of auditors for the current year and the election of Directors from among candidates presented by the Board Resource Committee or proposed by Members, under s.163(5) of the Act, to fill such vacancies as exist.
- (6) A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the requirements set out in Schedule “B”.

## **Section 6 – Board of Directors**

- (1) The Board of Directors shall manage or supervise the management of the Corporation and its affairs, including the Special Works.

In accordance with section 133(3) of the Canada Not-for-profit Corporations Act, the directors of the Corporation are empowered to determine by resolution the number of directors of the Corporation and the number of directors to be elected at the annual meeting of the members of the Corporation, within the minimum and maximum number provided for in the articles of the Corporation.

Each Director shall be elected for a term of three (3) years, excepting those candidates initially elected or individuals deemed to be Directors upon the continuance of the Corporation under the

Act, who may serve a lesser term. A Director may serve two (2) consecutive terms, after which the individual shall not be eligible for re-election for a period of a further two (2) years.

- (2) No more than three (3) Directors who are not Vincentians may serve on the Board at any one time and at all times the majority of directors shall be Vincentians.
- (3) No Director may hold the position of Particular Council President at the same time as serving on the Board.
- (4) No director may be an employee of the Corporation.
- (5) A Director may resign at any time by giving notice in writing to the Corporation. In accordance with the Act, Members may remove a Director from office at a Special Meeting called for that purpose.
- (6) The Board of Directors shall meet at least 6 times per year and never more than 90 days after the prior meeting. The Chair of the Board or any two Directors may call a meeting.
- (7) Quorum for meetings of the Board of Directors shall be a majority of the Directors then in office, present in person or by telephone or video link.
- (8) At all meetings of Directors, a majority of votes cast shall decide every question. In the event of an equality of votes, the motion shall fail.
- (9) Vacancies on the Board of Directors, howsoever arising, may be filled through and appointment by the remaining Board members provided the provisions of sub-sections (2) through (8) are met and further provided that the term of the person so appointed shall end at the next Annual General Meeting of the Members.

## **Section 7 – Committees**

The Board shall establish and maintain such advisory committees with mandates and terms of reference as it may choose to support its work and who will report to the Board on a regular basis. At a minimum, it will establish:

- (1) A **Particular Council Presidents Committee** with responsibility to advise the Board on the advancement, coordination and care of Conferences and Particular Councils and the broad Vincentian community throughout the Corporation's geographical area. In particular, the Particular Council Presidents Committee will advise the Board on the key activities identified in the Rule as follows:
  - (a) Stimulating growth of the Vincentian membership.
  - (b) Encouraging interaction between members of Particular Councils and Conferences.
  - (c) Promoting opportunities for spiritual growth of all the Vincentians.
  - (d) Promoting the on-going education and development of all Vincentians.

- (2) The membership of the committee shall be comprised of the Presidents of the Particular Councils within the Corporation's geographical area and a Board member appointed by the Chair of the Board
- (3) A Governance and **Board Resource Committee** with responsibility to advise the Board on issues such as the development, identification, orientation, education and recruitment of candidates for the Board from the broad Vincentian community (and elsewhere, if necessary), in line with such competencies and other qualifications as the Board may identify. The Committee shall also have responsibility for advising the Board on the development of Director and Officer position descriptions, including a full description of the responsibilities and accountabilities under the law and this By-law, associated with each role, and the expectations of each subsequently elected or appointed candidate with regard to codes of conduct, conflicts of interest, participation and the like.
- (4) A **Finance Committee** with responsibility for advising the Board on all financial matters, including overseeing the development and maintenance of such accounting and reporting systems and such control systems and practices as are appropriate for the effective monitoring and management of the Corporation's finances and physical assets; recommending investment policies; evaluating auditors to be proposed for appointment by the membership; negotiating and recommending audit fees; overseeing the management of charitable funds held by the Particular Councils and Conferences to ensure adherence to the Rule; and all government financial reporting requirements.

## Section 8 – Officers

- (1) Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the Officers of the Corporation shall have the following duties and powers associated with their positions:
  - (a) **Chair of the Board** – The Chair of the Board shall be elected by the Directors from those amongst their number who are Vincentians. The Chair of the Board shall, when present, preside at all meetings of the Board of Directors and of the Members and shall be responsible to the Board for the coordination of all the affairs of the Corporation and all matters affecting the Corporation including, after consultation with the Board, naming the Spiritual Advisor, all officers of the Corporation and the Chairpersons of the standing committees. Further, the Chair shall be, ex officio, a member of all Committees of the Corporation.
  - (b) **Secretary** – The Secretary shall be elected or appointed by the Board from among their number. The Secretary will act as the secretary of all meetings of the Board and Members and have responsibility for ensuring all meetings of committees of the Board are properly recorded. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of

committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (c) **Treasurer** – The Treasurer shall be elected or appointed by the Board from amongst their number. The Treasurer will act as Chair of the Finance Committee.
  - (d) **Executive Director** – The Executive Director, if appointed, will have responsibility for the day-to-day management of the Corporation; for its operations; for its staff; and for the implementation of such plans and policies as the Board may determine. The Executive Director shall report to the Board through the Chair and will act as advisor and counsel to the Board on all regulatory and administrative matters that may impact the efficient and effective operation of the Corporation and the implementation of such plans and policies.
- (2) Each Officer, except the Executive Director, will be elected for a one (1) year term after which they may be eligible for re-election, if remaining a director, but they may not serve more than six (6) consecutive years in the same position. All Officers, except the Executive Director, shall serve without remuneration.

## **Section 9 – Financial Year & Statements**

- (1) The financial year of the Corporation shall end on March 31st each year unless otherwise determined by resolution of the Board. The Corporation shall make available copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act electronically to the Members, publish a notice to its Members to that effect and only provide physical documents to those Members who have requested pre-paid mail as their preferred method of communications or who attend the registered office.
- (2) The 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.

## **Section 10 – Notices**

- (1) Notice of the time and place of a meeting of Members shall be given to each Member by the following means:
  - (a) by mail, courier or personal delivery to each Member, during a period of not less than 21 and not more than 60 days before the day on which the meeting is to be held: or
  - (b) by telephonic, electronic or other communication facility to each Member, during a period of not less than 21 and not more than 35 days before the day on which the meeting is to be held.

In the case that a change to a By-law is proposed, such notices will be sent with a minimum of 45 days' notice.

- (2) Such notice shall include information on any special business to be conducted at the meeting in enough detail to allow each Member to make a reasoned decision on such business. Such notice shall include, also, a statement of the right of such Member to appoint a proxy holder, who need not be a Member.
- (3) 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 in a notice shall not invalidate any resolution passed or any proceedings taken at any meetings of the Members.

**Section 11 – Dispute Resolution**

If a dispute or controversy among Members, Directors, Officers or the Corporation arising out of or relating to the articles, by-laws of the Corporation, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by the process of dispute resolution set out in Schedule “C”, to the exclusion of such persons instituting a law suit, legal action or application to court.

**Section 12 – Enactment, Repeal and Amendment**

By-laws of the Corporation may be made and by-laws may be repealed or amended by resolution of a majority of the Board, with immediate effect, but subject to subsequent confirmation, rejection or amendment by Ordinary Resolution of the Members at the next meeting of the membership. Notwithstanding the foregoing, Sections 4(1), 5(6), 10(1), 12 and Schedule “B” of this By-law shall only become effective and may only be changed by Special Resolution of the Members.

MADE by the Board on July 5, 2023.

Chair

Secretary

CERTIFIED to be By-law No. 1 as confirmed by the members of the Corporation by special resolution, by a majority of not less than two-thirds (2/3rds) of the votes cast by the members of the Corporation who voted in respect of the special resolution, on the 23<sup>rd</sup> day of September, 2023.

Chair

Secretary



## **Schedule “A” – Discipline of Members (Section 4(5))**

- (1) The Board may, by resolution, suspend for a time it shall determine or exclude indefinitely any member who has infringed any of the Corporation’s By-laws or whose conduct or actions may be judged prejudicial to the Corporation. The Board’s decision is final and without appeal. The Board is authorized to adopt and follow whatever procedure it may from time to time develop.

## **Schedule “B” – Proxies (Section 5(6))**

A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:

A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.

A Member may revoke a proxy by depositing an instrument or act in writing signed by the Member or by his or her agent:

at the registered office of the Corporation no later than the last business day before the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or

with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

A proxyholder or alternative proxyholder has the same rights as the Member by whom the proxyholder was appointed, including the right to speak at a special meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands.

If a form of proxy is created by a person other than the Member, the form of proxy will:

indicate in boldface type, (A) the meeting at which it is to be used; (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the Member’s behalf at the meeting; and (C) instructions on the manner in which the Member may appoint the proxyholder;

contain a designated blank space for the date of the signature.

provide a means for the Member to designate some other person as proxyholder if the form of proxy designates a person as proxyholder.

provide a means for the Member to specify that the membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor and the election of Directors;

provide a means for the Member to specify that the Membership registered in his or her name is to be voted or withheld from voting in respect of the appointment of an auditor or the election of Directors; and

state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under Section (d)(iv) or (d)(v) of this Schedule “B” with respect to any matter to be acted on, the Membership is to be voted accordingly.

A form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section (d)(iv) of this Schedule “B” only if the form of proxy states, in boldface type, how the proxyholder is to vote the Membership in respect of each matter or group of related matters.

If a form of proxy is sent in electronic form, the requirements that certain information is to be set out in boldface type are satisfied if that information is set out in some other manner so as to draw the addressee’s attention to the information.

A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

## **Schedule “C” – Dispute Resolution (Section 11)**

- (1) If a dispute or controversy among Members, Directors, Officers or the Corporation arising out of or relating to the articles, by-laws of the Corporation, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by the process of dispute resolution set out in this Schedule “C”, to the exclusion of such persons instituting a law suit, legal action or application to court:
- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the Arbitration Act, 1991 (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
  - (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.