

**BY-LAWS**  
**Of**  
**Kam Community Centre Association**  
**28 June 2012**  
*(As Amended March 16, 2013)*

**1.Purpose**

The objects in the Letters Patent of the Corporation of Kaministiquia Community Centre Association are as follows:

- 1.1. To establish, maintain and conduct an athletic club and to promote among the members of the Corporation and others an interest in athletic games, recreation and sports.
- 1.2. To provide a clubhouse and other conveniences for the members of the Corporation and others and to equip, furnish and maintain the same.
- 1.3. To promote sports, athletic events and to arrange matches and competitions of every nature and to offer or grant and contribute towards prizes, awards and distinctions.
- 1.4. To maintain, operate and conduct a community centre to provide facilities for social programs for the members of the Corporation and the community.
- 1.5. To conduct and operate the facilities required for recreation, sports games exercises and pastimes for the members of the Corporation and the community.
- 1.6. To purchase, take on lease, hire or otherwise acquire and hold lands or buildings or any interest therein for the purpose of creating facilities for athletic sports, games, exercises and pastimes and for the entertainment and amusements and to equip the same with the usual and necessary adjuncts.
- 1.7. To receive, acquire and hold gifts, donations, legacies and devises for the use in promoting the objects and carrying on the work of the Corporation.
- 1.8. To promote enrichment programs by way of films, speakers and classes on various subjects for all age groups for the members of the Corporation and the community.
- 1.9. To promote and support community improvements for the benefits of all members of the community.

## **2.Organization**

- 2.1.The name of the Corporation shall be Kam Community Centre Association (“KCCA”).
- 2.2.The Head Office shall be in the community of Kaministiquia in the Province of Ontario, as set out in the Letters Patent.
- 2.3.The seal of the Corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.
- 2.4.The latest edition of Robert’s Rules of Order shall govern the KCCA on all matters not covered by the Letters Patent, By-Laws, Not-for-Profit Corporations Act, 2010, as amended and regulations thereunder.

## **3.Membership**

- 3.1.The Membership of the Corporation shall be open to individuals who:
  - 3.1.1.are 18 years of age or older, and
  - 3.1.2.are residents within the Kaministiquia Local Services Board Boundary, and
  - 3.1.3.support the objects of the Corporation, and
  - 3.1.4.sign the membership list.
- 3.2.The Associate Membership of the Corporation shall be open to individuals who:
  - 3.2.1.are 18 years of age or older, and
  - 3.2.2.reside outside the Kaministiquia Local Services Board Boundary, and
  - 3.2.3.support the objects of the Corporation, and
  - 3.2.4.sign the membership list.
- 3.3.Dues – There shall be dues of \$5.00 per year per family for membership.
- 3.4.The membership in the Corporation entitles one individual to speak and cast one vote at meetings of the membership. An individual holding an associate membership is not entitled to vote at the Annual General Meeting.or at a Special General Meeting. *(As amended March 16, 2013)*
- 3.5.All members in good standing shall upon request have access to policies, procedures and financial records.

## **4.Annual and Special Meetings of the Membership**

- 4.1. The Corporation shall hold, once a year, an Annual General Meeting of the members. The purpose of such a meeting shall be:
  - 4.1.1. to receive the Annual Report from the Board,
  - 4.1.2. to receive the Annual Financial Statements and Accountant's Report, and
  - 4.1.3. to conduct any other business required by the Corporation. *(As amended March 16, 2013)*
- 4.2. The Annual General Meeting shall be held no later than six (6) months after the Corporation's fiscal year end. The Board of Directors shall determine the specific date and time of the Annual General Meeting.
- 4.3. The Corporation shall hold a Special General Meeting for the express purpose of electing the Board of Directors in September. It shall hereinafter be referred to as Special General Meeting for Elections ("SGME"). *(New March 16, 2013)*
- 4.4. The Annual or Special Meetings of the members shall be held at the Kaministiquia Community Centre in Kaministiquia, Ontario. *(Renumbered March 16, 2013)*
- 4.5. Special meetings of the membership may be called to deal with matters of a special nature requiring immediate attention by the Corporation's membership. The Board of Directors or six (6) members acting in concert may instruct the Secretary of the Board to call a special meeting of the Corporation. This meeting shall only deal with items of business set out in the Notice of Meeting. *(Renumbered March 16, 2013)*
- 4.6. Notice of the Annual General Meeting or a special meeting of the membership shall be posted on the Bulletin Board in the Main Entrance of the Kam Community Centre. It shall be posted at least thirty (30) days in advance of the meeting. Notice shall also be published in the community newsletter and on the KCCA website one month prior to the Annual General Meeting. Notwithstanding the above, no error or omission in giving notice shall invalidate such meeting. *(As amended and renumbered March 16, 2013)*
- 4.7. A quorum for the transaction of business of any meeting of members shall consist of not less than seven (7) members present in person. If a quorum is not present within thirty (30) minutes after the time the meeting was called then the meeting shall be adjourned. *(Renumbered March 16, 2013)*
- 4.8. Meetings may be chaired by any member of the Board of Directors of the Corporation. *(Renumbered March 16, 2013)*

4.9. All who are full members of the Corporation on the last day of the previous month before any meeting of the membership, and who continue to be full members at the time of such meetings, shall be eligible to vote.

*(Renumbered March 16, 2013)*

4.10. Memberships are held by individuals identified on the membership list and are not transferable. *(Renumbered March 16, 2013)*

## **5. Directors**

1. The affairs of the KCCA shall be governed by a Board of seven (7) Directors elected by the voting membership.
2. A Director must be 18 years of age or older, and a member in good standing.
3. At the SGME of the Corporation, the Board of Directors shall be elected for a two (2) year term. *(As amended March 16, 2013)*
4. A Director shall be deemed to have vacated his/her office if,
  - 4.1. they resign by written notice, or
  - 4.2. they fail to attend four (4) consecutive monthly meetings.
5. A Director, for personal reasons, may request in writing a leave of absence from the Board for up to six (6) months. This leave may be granted by the Board, however, no more than one (1) Director can be on leave at any time and a Director may be granted only one (1) leave of absence during their time as a Director.
6. A Director may be removed from the Board before the expiry of their term if the Director is unable or unwilling to perform the duties of a Director as set out in these Bylaws or in the policies of the KCCA. This may be done by ordinary resolution passed by the majority at a special meeting of the Board of Directors.
7. Mid-term vacancies on the Board, however caused, may, so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified members of the Corporation, otherwise such vacancy shall be filled at the next Annual General Meeting of the membership. Where a vacancy is filled by the Directors, the Director so appointed shall serve until either they or their successor is duly elected. If there is less than a quorum remaining, the remaining Directors shall forthwith call a Special Meeting of the Corporation to fill the vacancies.
8. Meetings of Directors
  - 8.1. The purpose of the meetings of the Board of Directors is to transact the business of the Corporation.

- 8.2. Four (4) Directors shall constitute a quorum for the transaction of business.
  - 8.3. The Board of Directors shall hold its meetings at such places as it may from time to time determine. There shall be a minimum of eight (8) Director's meetings per year, not including the Annual General Meeting.
  - 8.4. Director's meetings shall be formally called by the Chairperson or Vice-Chairperson or Secretary. Notice of such meetings shall be sent to each Director seven (7) days before the meeting. No formal notice of any meeting is required if all Directors are present when the meeting is called or if when those who are absent have given their consent.
  - 8.5. The Board may appoint a set day or days in a month or months for a regular meeting to occur at regular times with no notice required.
  - 8.6. The Board will work from a consensus model; however, final decisions shall be made by a majority of votes. The Chairperson shall cast the deciding vote when required.
9. Nominations
- 9.1. The Board of Directors shall be responsible for making a call for nominations and presenting a slate of candidates for election fourteen (14) days in advance of the SGME. *(As amended March 16, 2013)*
  - 9.2. The Board and/or two members acting in concert who are in good standing thirty (30) days prior to the SGME, may nominate candidates. All nominations must be to the Secretary of the Board fourteen (14) days in advance of the SGME. A person who is nominated must formally accept the nomination. Nominations will not be accepted from the floor, unless there are not enough candidates standing for election. *(As amended March 16, 2013)*
  - 9.3. All nominees for Director or for Officers of the Corporation must be willing to sign and abide by the KCCA's Code of Conduct.
10. Remuneration
- 10.1. The Board of Directors shall receive no remuneration for acting as a Director for the Corporation. They may be reimbursed for expenses incurred while carrying out the business of the Corporation subject to KCCA expense policy and budgetary constraints.
11. Responsibilities of the Board
- 11.1. The Board of Directors is accountable for the Corporation's continued viability and capacity to achieve its mission. The Board shall ensure that the Corporation achieves its purposes and does not engage in activities that would be considered

illegal, imprudent or in violation of commonly accepted business practices.

12. Responsibilities of Directors

- 12.1. Each Director on the Board of the Corporation has the responsibility to ensure that his/her behaviour and conduct enhances the Corporation's ability to achieve its purpose. Each Director shall be responsible for:
- exercising due diligence in overseeing and managing the operations of the Corporation;
  - ensuring that they are familiar with and abide by the Bylaws and governance policies under which the Corporation operates;
  - ensuring the Corporation works towards the achievement of its purpose and corporate objects;
  - attending and participating in all Board and any assigned committee meetings;
  - reviewing meeting agendas, minutes and other material so they are prepared to participate effectively in meetings;
  - working positively, respectfully, cooperatively with other directors and volunteers;
  - showing respect for other directors even when there is a difference of opinion;
  - representing membership interests not their own;
  - serving without remuneration or financial benefit;
  - ensuring that the Board implements an annual evaluation of its effectiveness;
  - ensuring that the Board develops, implements, monitors, reviews and revises all Board policies;
  - supporting publicly all Board decisions; and
  - declaring all actual or perceived conflicts of interest.

13. The Board of Directors of the KCCA may exercise the powers granted under the Not-for-Profit Corporations Act, 2010 as amended and the regulations thereunder.

14. Directors must act with unconflicted loyalty, when acting as Board member as required by law and as required by the Not-for-Profit Corporations Act, 2010, as amended and regulations thereunder.

**6. Officers of the Corporation**

6.1. There shall be four (4) officers of the Corporation including a Chairperson, Vice-Chairperson, Secretary and Treasurer. Each officer can hold the position for a maximum of three (3) years or a longer term as agreed by the Board of Directors. The Board of Directors shall appoint these officers at their first Board meeting following the SGME

from among their number. Each officer will serve until the next SGME or until which time the officer resigns. *(As amended March 16, 2013)*

- 6.2. To appoint officers, the Chairperson from the past year or designate shall begin the process by asking for nominations to fill the positions of Officers of the Corporation beginning with the Chair, then Vice-Chair, then Secretary and then Treasurer. Elections shall be conducted by a show of hands unless a secret ballot is requested by any Director. The majority of votes will indicate the successful candidate for each office. Immediately following the election, each officer will pass their title and duties to the newly appointed officer and the Chairperson shall become the Past Chairperson. *(As amended March 16, 2013)*
- 6.3. Removal and resignations of officers shall follow the same process that is used for Directors.
- 6.4. Duties of Chairperson shall be:
  - 6.4.1. To preside over all meetings of the Board of Directors and of the members of the Corporation.
  - 6.4.2. To act as a primary representative of the Board at public functions.
  - 6.4.3. To sign all Bylaws, contracts and other legal documents.
  - 6.4.4. To perform other duties which the Board may from time to time assign.
  - 6.4.5. To chair the Executive Committee.
- 6.5. Duties of Vice-Chairperson shall be:
  - 6.5.1. To assume the duties of Chairperson in the event that the Chairperson is absent or unable to do so.
  - 6.5.2. To perform other duties which the Board may from time to time assign.
- 6.6. Duties of Secretary shall be:
  - 6.6.1. To ensure that the minutes of all Board and member's meetings are recorded accurately, maintained appropriately and distributed to Directors and/or members as required.
  - 6.6.2. To give or cause to be given the required notice of all meetings.
  - 6.6.3. To ensure that a current copy of the Bylaws is maintained.
  - 6.6.4. To act as the custodian for all of the Corporation's documents including but not limited to the Seal of the Corporation, the incorporation documents, the minute books, contracts and correspondence.
  - 6.6.5. To perform other duties which the Board may from time to time assign.
- 6.7. Duties of Treasurer shall be:

- 6.7.1. To ensure that the funds of the Corporation are expended in a manner consistent with good business practices and generally accepted accounting principles.
  - 6.7.2. To ensure that detailed financial records are maintained for monies received and expended.
  - 6.7.3. To ensure that adequate banking arrangements are in place and maintained.
  - 6.7.4. To ensure that a budget and annual financial report are prepared.
  - 6.7.5. To perform other duties which the Board may from time to time assign.
  - 6.7.6. To ensure proper verification of fundraising monies is passed on to a board member in the absence of the treasurer in a timely manner. *(NEW March 16, 2013)*
- 6.8. Duties of Past-Chairperson shall be:
- 6.8.1. To perform other duties which the Board may from time to time assign.
  - 6.8.2. To chair the nominating committee.

## **7. Committees of the Board**

- 7.1. The Board of Directors may establish committees from time to time by bylaw or resolution, having such powers and duties as the Board may determine. Except as otherwise provide in this Bylaw:
- 7.1.1. Members of the committee may, but need not be directors. *(As amended and renumbered March 16, 2013)*
  - 7.1.2. Each committee shall have terms of reference outlining the purpose, membership and responsibilities of the committee. *(Renumbered March 16, 2013)*
  - 7.1.3. Each committee shall keep records, shall report to the board at regular intervals and at any time on request. *(Renumbered March 16, 2013)*
  - 7.1.4. Each committee established by the board shall consider, report and make recommendations to the board on matters referred to the committee by the board. *(Renumbered March 16, 2013)*
- 7.2. Standing Committees
- 7.2.1. The Board shall have two (2) standing committees.
  - 7.2.2. The Executive Committee shall consist of the four (4) officers of the Board. The purpose of this committee is to act on behalf of the board, when required, in between Board of Director's meetings. The Executive Committee shall not have the power to amend the Articles of Incorporation, the Bylaws or Board Policy.
  - 7.2.3. The Finance Committee shall consist of three (3) officers of the Board and shall work with the Treasurer to manage the Corporation's finances including but not limited to the budget,



revenues and expenses. The Treasurer shall chair the Finance Committee.

## **8. Financial Affairs**

- 8.1. The fiscal year for the corporation shall end on September 30 of each year.
- 8.2. Deeds, transfers, assignments, contracts, obligations, cheques, certificates and other instruments may be signed on behalf of the Corporation by any two (2) signing officers of the Board of Directors.
- 8.3. Banking
  - 8.3.1. The banking of the Corporation shall be transacted with such banks, credit unions, trust companies or other firms or corporations that carry Deposit Insurance as may, from time to time be designated by or under the authority of the Board of Directors. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.
  - 8.3.2. The Board of Directors will limit the choice of banking institutions to those which carry Deposit Insurance.
  - 8.3.3. All corporate investments must be covered by deposit insurance. *(NEW March 16, 2013)*
- 8.4. Cheques
  - 8.4.1. All cheques, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.
  - 8.4.2. 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.
  - 8.4.3. Any one of such officers or agents so appointed may arrange, settle, balance or 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 or settlement of balances and release of verification slips.
- 8.5. The Board of Directors shall see that all necessary books and records of the Corporation as required by Bylaw or applicable statute or law are properly kept.
- 8.6. Borrowing

- 8.6.1. The Board of Directors, may from time to time borrow money on the credit of the Corporation; or issue or sell or pledge securities of the Corporation; or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation as long as it is a unanimous decision by the Board of Directors.
- 8.6.2. From time to time, the Board may authorize any director of the Corporation to negotiate terms of borrowing money or providing security; or generally to manage, transact and settle the borrowing of money by the Corporation. Such information shall be brought to the Board for its consideration.
- 8.7. Securities
  - 8.7.1. The securities and monies of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other selected financial institution selected by the Board.
  - 8.7.2. Any and all securities so deposited may be withdrawn from time to time, only upon written order of the Corporation signed by such officers or agents of the Corporation, and in such a manner, as shall from time to time be determined by the Board.
  - 8.7.3. The financial institution that is selected as custodians for the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or proceeds thereof.

## **9. Accountant**

- 9.1.1. The members, at each Annual General Meeting, shall appoint an Accountant to review the records and accounts of the Corporation.
- 9.1.2. The Accountant must be independent of the Corporation and therefore cannot be a Director.
- 9.1.3. The Accountant is required to examine the accounts and financial records of the Corporation and report to the membership if these records fairly present the financial position of the Corporation.

## **10. Indemnification**

- 10.1. Every Director of the Corporation, including their heirs, executors and administrators, and estate and effects, respectfully, may with the consent of the Corporation, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
  - 10.1.1. all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, for or in respect to any act, deed, matter or thing whatsoever made,

- done or permitted by him in or about the execution of the duties of Director; and
- 10.1.2. all other costs, charges and expenses that he/she sustains or incurs 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.

## **11. By-law Review**

- 11.1. By-laws of the Corporation shall be reviewed by the Board of Directors on a regular basis and at a minimum every two years and will follow the Corporations by-law amendment procedures.
- 11.2. For reference purposes, these by-laws may be referred to as the May 2012 By-laws of the KCCA.

## **12. Transition to the May 2012 By-laws**

- 12.1. The Letters Patent of May 26, 1976, provide that the first Directors are four in number. The quorum for the Directors passing these May 15, 2012 By-laws is three. A quorum for meetings of Directors under the May 15, 2012 By-laws held after confirmation by the membership will be four.
- 12.2. At a duly convened membership meeting on June 28, 2012, the members present reviewed the May 2012 By-laws and with amendments approved the same by a majority vote. These minutes as amended and confirmed by the members are referred to as the June 28, 2012 By-laws.

## **13. Privacy and Confidentiality (Discussions Deferred).**

## **KCCA DIRECTORS' CODE OF CONDUCT**

### **1. GENERAL**

#### **1.1. Application**

The Directors' Code of Conduct ("the Code") has been approved by the Board of Directors ("the Board") of the Kam Community Centre Association ("KCCA"). The Code is intended to govern the conduct of the Directors of the KCCA.

#### **1. The Provisions**

The provisions of the Code are intended to complement and enhance in a consistent manner, the requirements that arise at law and in the By-laws of the KCCA.

### **2. DUTIES AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS**

#### **2.1. Responsibilities**

Each Director is expected to become an active participant in a board that functions effectively as a whole. A Director is responsible to:

- 2.1.1. Be informed of the documents and legislation under which the KCCA exists, its By-laws, mission, purpose, code of conduct and policies as they pertain to the duties of a Director;
- 2.1.2. Keep generally informed about the activities of the KCCA and the community;
- 2.1.3. Attend Board Meetings regularly, serve on and assume a leadership role for committees of the Board and contribute from personal, professional and life experience to the work of the Board;
- 2.1.4. Exercise, in the performance of their duties, the degree of care, diligence and skill required of a Director pursuant to the By-laws under which the KCCA is governed;
- 2.1.5. Recruit volunteers to assist with community centre events;
- 2.1.6. Be respectful of the other Directors, their efforts and the areas of which they are in charge;
- 2.1.7. Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- 2.1.8. Act with honesty and integrity and conduct himself/herself in a manner consistent with the nature, responsibilities and the maintenance of public confidence in the conduct of the KCCA's business;
- 2.1.9. Offer his/her personal perspectives and opinions on issues that are the subject of Board discussion and decision;
- 2.1.10. Voice, clearly and explicitly at the time a decision is being taken, any opposition to the decision being considered by the Board;
- 2.1.11. Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting;

- 2.1.12. Work with the Directors of the KCCA on committees of the Board;
- 2.1.13. Know and respect the roles of the Board and the principles underlying these governance policies;
- 2.1.14. Comply with all other policies and procedures which may be approved by the Board from time to time.

### **3. CONDUCT OF DIRECTORS**

A Director will at all times conduct herself/himself in a manner that:

- 3.1. Supports the objectives of the KCCA;
- 3.2. Serves the overall best interests of the KCCA;
- 3.3. Subordinates his/her personal interests, and those of any particular constituency, to the best interests of the KCCA;
- 3.4. Bring credibility and goodwill to the KCCA;
- 3.5. Respects the principles of fair play and due process;
- 3.6. Demonstrates respect for other individuals;
- 3.7. Respects and gives fair consideration to diverse and opposing viewpoints;
- 3.8. Demonstrates due diligence and dedication in preparation for, and attendance at meetings, special events and in all other activities on behalf of the KCCA;
- 3.9. Demonstrates good faith, prudent judgment, honesty, transparency and openness in his/her activities on behalf of the KCCA;
- 3.10. Ensures that the financial affairs of the KCCA are conducted in a responsible and transparent manner with due regard for his/her fiduciary responsibilities and public trusteeship;
- 3.11. Abides by the By-laws and policies approved by the Board, in particular this Code and the Oath of Office and Confidentiality Agreement.

### **4. CONFIDENTIALITY**

#### **4.1. Confidential Information**

It is the responsibility of every Director to know what information is confidential and to obtain clarification when in doubt. Except as he/she may be compelled by applicable legal process, a Director must, both while having and after ceasing to have that status, treat as confidential all information regarding the policies, internal operations, systems, business or affairs of the KCCA obtained by reason of his/her status as a Director and not generally available to the public. A Director shall not use information obtained as a result of his/her involvement on the Board for his/her personal benefit. Each Director shall avoid activities which may create appearances that he/she has benefited from confidential information received during the course of his/her duties as a Director.

#### **4.2. Review of Code**

Each new Director, after being elected, shall forthwith meet with the Board, to review this Code and such other policies of the KCCA that apply to Directors.

#### **4.3. Oath of Office and Confidentiality Agreement**

Each Director, upon taking office, is required to sign and agree to comply with the *Oath of Office and Confidentiality Agreement*, in the form attached hereto as Schedule "A".

**Schedule "A"**  
**OATH OF OFFICE AND CONFIDENTIALITY AGREEMENT**

I, \_\_\_\_\_, a Director of the Kam Community Centre Association ("KCCA"), declare that I have read, understood and agree to comply with the KCCA's Code of Conduct and other applicable policies, and that in carrying out my duties as a Director, I will:

- Exercise the powers of my office and fulfill my responsibilities honestly, in good faith and in the best interests of the KCCA;
- Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner;
- Respect and support the KCCA's By-laws, policies, Code of Conduct and decisions of the Board of Directors and the Membership.
- Keep confidential all information unless the Board of Directors determines that such information is public.
- Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board of Directors and put the interests of the KCCA before my personal interests.
- Immediately resign my position as a Director of the KCCA in the event that I, or my colleagues on the Board of Directors, have concluded that I have breached this Oath of Office.

Signature: \_\_\_\_\_ Witness: \_\_\_\_\_

Print Name: \_\_\_\_\_ Print Name: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_