

**SWANSEA TOWN HALL
BOARD OF MANAGEMENT**

BY-LAW NO. 1

GOVERNING BY-LAW

**Approved
April 28, 2016**

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ARTICLE I

1.1 Preamble

This By-Law of the Swansea Town Hall Board of Management is subject to the provisions of The City of Toronto Act, Chapter 24 of the Municipal Code, Association of Community Centres (AOCC's) City of Toronto Relationship Framework and The Public Appointments Policy, Where there is a conflict between the provisions of this By-Law of the Swansea Town Hall and the provisions of the Relationship Framework, Public Appointments policy as it relates to Community Centres Boards of Management, City of Toronto Act or By-Laws passed there under, and this By-Law, the said City and Provincial Policies and Laws will Prevail.

1.2 Government and Management

The Government and Management of the Swansea Town Hall at 95 Lavinia Avenue, City of Toronto shall be entrusted to a committee to be known as the "Board of Management".

1.3 Role of Toronto City Council

Without limiting 1.1, it is understood that in regard to any of the provisions relating to the Board of Management, the election, the removal or the replacement of a Board Member, that final authority for the management, the appointment of a Board Member or the removal of a Board Member rests with the Council of the City of Toronto or its delegate.

ARTICLE II

2.1 Name of Organization

The name of the organization is "The Swansea Town Hall" (hereinafter called the "Town Hall").

2.2 Definitions

- a) "Board of Directors" consists of the directors elected or appointed from time to time by the Swansea Town Hall Association pursuant to the Swansea Town Hall Association Constitution.
- b) "Board of Management" consists of those persons appointed by the City of Toronto to serve as Board Members on the Swansea Town Hall Board of Management.
- c) "Days" means calendar days unless the final day for performing an action falls on a Sunday or Statutory Holiday, in which case the period is extended to the next working day.
- d) "Community groups" are those organizations defined as interest groups in the public appointments policy and defined in Article 6 in the Relationship framework document.
- e) "Catchment area" is the geographic boundary that defines the area of jurisdiction for the Swansea Town Hall and the area from which community members are selected. It is defined as the former Corporation of the Village of Swansea and the area bounded by, Lake Ontario Waters edge to the South, East of the centre line of the Humber River to the West, South of the Subway Cut to the North and on the east, from the Subway cut South, a Line projection following the centre of Wendigo Creek where it starts just South of Bloor to Lake Ontario Waters edge.
- f) "Town Hall" is the Swansea Town Hall located at 95 Lavinia Avenue, City of Toronto
- g) "Association" refers to the Swansea Town Hall Association or any successor association

ARTICLE III

3.1 Objects and Responsibilities of the Board of Management

The objects and responsibilities of the Board of Management is to maintain, manage and operate the land and building at 95 Lavinia Avenue (hereinafter called the "Town Hall") in the City of Toronto. Article 7 of the Relationship Framework Document explains in more detail the responsibilities.

3.2 In furtherance of these objects and responsibilities the following guidelines shall apply;

- a) All persons shall be welcome and encouraged to make full use of the Town Hall, its facilities and services providing such use to be subject to any and all by-laws and decisions by the Board of Management;
- b) The Town Hall shall be community-oriented and controlled with priority given to the residents of the catchment area and the City of Toronto;
- c) To provide space to non-profit or charitable community organizations, and municipal organizations that provide a benefit to the community and are cultural, social or educational in nature;
- d) To operate on a non-profit basis;
- e) The Town Hall shall be carried on without purpose of gain;
- f) The Town Hall shall promote and enhance the overall development of the community, in accordance with the desires of the community, in co-operation with other local agencies;
- g) To promote and encourage the diversity of the area and the City of Toronto;
- h) To preserve and maintain the Town Hall (received by the City of Toronto from the former Village of Swansea to be used as a Town Hall);
- i) To ensure a mixed delivery system in the provision of social, cultural, educational and recreational services in which both the City and community based agencies are responsible for delivering programs and services;
- j) To foster community and volunteer participation in the design and delivery of local programs and services;
- k) To develop resources to support the provision of programs and services that are responsive to and reflective of the unique needs of the local community or a common interest group in the broader community by the Board establishing provisions for the participation of neighbourhood residents in the community centre's programs and services including participation in program development, strategic planning and goal setting for the community centre. The final approval of all programs including fees for the use of the facilities and programs, if applicable, is the responsibility of the Board of Management;

- l) To strengthen communities by supporting capacity building, civic engagement and participation at the neighbourhood level;
- m) To engage the voluntary sector which increases our overall resources base, provides access to a broad range of skills and expertise within their volunteer membership and supports participation in community' programming;
- n) To ensure community access to publicly owned facilities for meeting use and social, recreational, cultural and educational purposes for priorities as set by the community itself; and to leverage funding from a variety of alternative funding sources that enable the community centre to develop programs and services to meet emerging needs in the local community or catchment area or both.

ARTICLE IV

4.1 Annual General Meeting:

In consultation with the Swansea Town Hall Association, there will be an Annual General Meeting.

4.2 Notice of Annual General Meeting:

In consultation with the Swansea Town Hall Association, notice of the Annual General Meeting shall be given.

The notice shall advise of no less than the following:

- a) Date, time and location of the meeting.
- b) Availability of the Annual Report of the Board of Management.
- c) Intent to propose any amendments to the Governing By-Law.
- e) Any other proposed business.

4.3 The Purpose of the Annual General Meeting shall be to:

- a) Receive reports on the work of the Town Hall during the preceding year and on plans for the upcoming year.
- b) Receive nominations for the Board of Directors who shall be nominees for the Board of Management as may be required and subject to; 1.1, 1.3 and 5.4.
- c) Transact all other business that may properly come before the meeting.

4.4 Special Meetings:

In consultation with the Swansea Town Hall Association, a Special Meeting can be called.

4.5 Notice of Special Meeting:

In consultation with the Swansea Town Hall Association, a notice of a Special Meeting shall be posted.

ARTICLE V

5 Board of Management:

5.1 Composition of the Board of Management:

Subject to 1.1 and 1.3 the Board shall be composed of;

- a) Fifteen (15) persons (hereinafter called Board members).
 - i) Nine (9) Board members who are nominated by the association membership and;
 - ii) One (1) person representing each of the major users as set out in Schedule 10 of the City of Toronto Relationship Framework, Namely: the Swansea Horticultural Society, the Swansea Historical Society, the Swansea Area Ratepayers Association, the Swansea Recreation Advisory Council, the Swansea Area Senior's Association, and the Swansea Town Hall Residences. (Such members to be called appointees);
- b) Plus the member or members of City Council for the municipal ward in which the Swansea Town Hall is situate.

5.2 Term of Office:

- a) Subject to Articles 1.1 and 1.3 the term for elected members of the Board shall be two (2) years;
- b) The terms for Board Members shall be staggered. Four (4) persons shall be recommended for appointment on even numbered years and five (5) persons shall be recommended for appointment on odd numbered years.
- c) Where a person fills a vacancy at an annual general meeting or is appointed by the Board, such person will serve only for the remainder of the term of the Board Member who vacated the position.
- d) Board Members shall be eligible for re-appointment for up to a maximum number of four (4) consecutive two (2) year terms or eight (8) consecutive years, which ever is shorter; in the case of a Board Member who was appointed for a partial term, this shall not be counted, unless the partial term is more then half of a two (2) year term, in the total number of terms. A term may be extended until a Board Members successor is appointed.
- e) Incumbents who seek election beyond the stated maximum length of service will be deemed ineligible except under special circumstances, such as an insufficient number of applications have been received;
 - i) From eligible and qualified applicants;
 - ii) From incumbents who are eligible to be reappointed and the Board would suffer from a lack of continuity if all members are replaced at once;
- f) Subject to 5.2 (e) any incumbent who has served eight (8) or more consecutive years on the Board may not be reappointed or elected in the following term; and;
- g) The above limits will not apply to persons nominated by the community groups set out in 5.1 (a) (ii) and who are called appointees to the Board.

5.3 Vacancies on the Board:

- a) Subject to 1.1 and 1.3 a vacancy in the office of director shall be declared upon:
 - i) The death of a Board Member;
 - ii) The resignation of a Board Member;
 - iii) The dismissal of a Board Member by resolution of the Board who is absent from three (3) consecutive meetings of the Board;
 - v) The failure of a Board Member to retain all the qualifications for Membership on the Board.
- b) In the event of a vacancy on the Board, the Board Members then in office may recommend to City Council the appointment of any qualified person as shall be entitled to serve for the remainder of the term of the Board Member whose departure created the vacancy. A retiring Board Member shall retain office until their successor is appointed.
- c) The Board will notify the City Clerk or their designate as soon as possible after a vacancy occurs in accordance with the Relationship Framework.

5.4 Nominations and Elections of the Elected Board Members

- a) Any member of the Town Hall Association who has reached eighteen (18) years of age at the Date of appointment and is a resident of the City of Toronto is eligible to serve as a Board Member, subject to the term limits set out elsewhere herein. To remain on the Board appointed Board Members are required to maintain this status throughout their term of office.
- b) Nominations for the Board of Management will be carried out in accordance with the Constitution of the Swansea Town Hall Association and the Procedural By-Law
- c) Notwithstanding the above, the majority of Board Members are required to be from the catchment area.

5.5 Responsibilities of the Board of Management

Without derogating from 3.1 and 3.2, and subject to Article 7 of the Relationship Framework, the Board shall be responsible for:

- a) Hiring the Executive Director and setting the policies and procedures for hiring, supervising, and firing all other staff as may be required, taking into consideration City of Toronto Policies and guidelines.
- b) Developing policies and procedures for the operation of the Town Hall to meet community needs.
- c) Seeking sources of funds for the Town Hall and its activities.

- d) From time to time, establishing a schedule of fees for activities and use of the Town Hall.
- e) Adhering to the provisions of The City of Toronto Act, Chapter 24 of the Municipal Code and Association of Community Centres (AOCC's) City of Toronto Relationship Framework.
- f) Approving financial statements, as submitted by the Treasurer on a regular basis, including all financial records, budgets, and expenses of the Town Hall.
- g) Holding Annual, General and Special Meetings in consultation with the Swansea Town Hall Association.
- h) Annually determining the nature of the standing committees at the beginning of each new term and creating committees and sub-committees as needed.
- i) Liaise with schools, agencies and community groups in the area to improve the Town Hall's service to the community.

5.6 Meetings of the Board:

Meetings of the Board will be held in accordance with the Procedural By-Law as well as taking into consideration the following guidelines;

- a) Normally the Board will hold its meetings at 95 Lavinia Avenue at such times as it may determine.
- b) Written notice of every Board Meeting shall be delivered to every Board Member, and such notice shall state date, time, location of the meeting, and the general nature of the business to be transacted.
- c) Meetings of the Board shall be open, and notice posted at 95 Lavinia Avenue in advance of each meeting.
- d) Where the Board has set a yearly schedule for Board Meetings and that schedule has been delivered to all Board Members, notice will be deemed to have been given under 5.6 (b).

5.7 Quorum at Board Meetings:

Quorum at Meetings of the Board will be held in accordance with the Procedural By-Law as well as taking into consideration the following guidelines;

- a) A majority of the members of the Board, who are not members of Council, will constitute a quorum (eight (8) Board Members).
- b) If the Board Member who is the member of council is present, he or she will be counted towards quorum (nine (9) Board Members).
- c) A vacant position will not be counted to calculate quorum

5.8 Voting at Board Meetings:

Voting at Meetings of the Board will be held in accordance with the Procedural By-Law as well as taking into consideration the following guidelines;

- a) At all meetings of the Board, the members of the Board present shall have the sole right to vote.
- b) At meetings of the Board, the Chairperson shall have a vote, but in the event of a tie, the resolution loses.

5.9 Advisors of the Swansea Town Hall Association:

- a) Advisors, ex-officio, may attend and, speak at Board of Management meetings and receive notices of such meetings, but do not have a vote at Board meetings.
- b) Advisors may sit on committees, if appointed by the Board and have a vote at such committees.

5.10 Attendance Requirements at Board Meetings

- a) The Board has the discretion to permit or excuse a member's absence without further action.
- b) Notwithstanding 5.10 (a) there is a requirement that Board Members attend and participate in the decision making of the Board.
- c) In the event that a Board Member is absent from three (3) consecutive regularly scheduled meetings of the Board, without permission of the Board, the Board Member position will be declared Vacant.
- d) In the event of a request for a Leave of absence by a Board Member, the Board shall endeavour to fill the position where practical.

ARTICLE VI

6.1 Officers of the Board:

- a) The Board of Management will elect its officers from the Board Members at a meeting no later than May of each calendar year.
- b) The officers of the Board of Management shall be: Chair, Vice-Chair, Secretary, and Treasurer or Secretary-Treasurer.
- c) The Board of Management may establish other offices and assistant offices as it deems necessary, and shall prescribe the powers and duties of such officers or assistant offices.
- d) Subject to Article 6.2 the term of every officer and assistant officer shall be one (1) year. Every officer and assistant officer shall continue to hold office until a successor has been elected or appointed.

- e) No Board of Management Member may hold more than one office nor hold an office and an assistant office at any time, except as Secretary-Treasurer.
- f) All offices must be, and all assistant offices must be, held by Members of the Board of Management.

6.2 Vacancy in an Office:

- a) Vacancy in an office or assistant office shall be declared upon:
 - i) The death of an officer or assistant officer;
 - ii) The resignation of an officer or assistant officer;
 - iii) The removal of an officer or assistant officer;
 - iv) In the event of an officer or assistant officer ceases to be a Board of Management member.
 - v) During a leave of absence of an officer or assistant officer;
- b) The Board of Management may appoint any other Board of Management member, except as provided in part 6.1(e) and 6.1(f) of this Article, to fill a vacant office or assistant position, and the director so appointed shall hold such office or assistant office for the balance of the term of the officer or assistant officer whose departure created the vacancy.

6.3 Absence from Meetings or Duties:

In the event of such absence of an officer or assistant office holder, and upon prior due notice of such Board of Management Meetings, the Board of Management may delegate the powers and duties of such officer or assistant officer to any other Board of Management member until the return to duty of the incumbent officer or assistant.

6.4 Removal from Office:

The Board of Management may remove any person from an office or assistant office position by a motion passed by a majority vote, upon ten (10) days prior notice to the Board of Management members, of such meeting.

6.5 Duties of Officers:

- a) The CHAIR shall:
 - i) preside, when present, at all Annual, Special and Board Meetings;
 - ii) perform all the duties incidental to the office and any other duties assigned by the Board;
 - iii) be an ex-officio voting member of all committees.
- b) The VICE-CHAIR shall:
 - i) assist the Chair;
 - ii) act as Chair;
 - 1) in the event of the absence of the Chair until the Chair returns to duty;
 - 2) in the event of vacancy in the office of Chair for the balance of the term of the person whose departure created the vacancy;

- iii) while acting under 6.5 (b) (ii) 1 & 2 of this Article, the Vice-Chair shall have all the powers of and perform all the duties of the Chair;
 - iv) have such other powers as are assigned to the Vice-Chair from time to time by the Board of Management.
- c) The TREASURER shall:
- i) have such powers and perform such duties as are usually vested in the office of Treasurer;
 - ii) have such other powers as are assigned the Treasurer from time to time by the Board of Management;
 - iii) make recommendations to the Board of Management concerning all aspects of the financing and administration of the Town Hall;
 - iv) receive, examine and present to the Board of Management, the financial statements and budgets of the Town Hall and all standing committees (if any) that require budgets and financial statements;
 - v) comply and ensure compliance with all accounting and bookkeeping requirements as set out in The City of Toronto Act, Chapter 24 of the Municipal Code and Association of Community Centres (AOCC's) City of Toronto Relationship Framework.
- d) The SECRETARY shall:
- i) issue or cause to be issued notices for all meetings of the Board of Management when directed to do so;
 - ii) have charge of the minutes of all meetings of the Board of Management;
 - iii) have such other powers as are assigned the Secretary from time to time by the Board of Management.
- e) Every officer or assistant officer shall at the time he/she leaves office, turn all the papers and documents of the office or position over to the incoming officer or assistant officer.

ARTICLE VII

7 Committees:

7.1 Standing Committees:

The standing committees shall be such committees as may be set by the Board of Management from time to time.

7.2 All Standing Committees Shall:

- a) Be chaired by a Chair who is a member of the Board of Management, appointed by that Committee and approved by the Board of Management. The remaining members of such standing committee may be composed of directors or members of the Association approved by the Board of Management.
- b) Operate within the terms of reference laid down by the Board of Management.
- c) Provide an open forum for discussion by all interested parties.
- d) Report their deliberations, recommendations, and resolutions to the Board of Management for confirmation and for approval.
- e) Continue to operate for such length of time as shall be determined by the Board of Management.

7.3 Other Committees of the Board of Management

The Board of Management may establish such other committees with such duties and powers and for such length of time, as it shall determine from time to time.

7.4 Meetings of Committees of the Board of Management

- a) Normally, committees of the Board of Management will hold their meetings at the Town Hall at such times as the Chair may determine.
- b) Written notice of every committee meeting shall be posted on the Notice Board of the Town Hall at least seven (7) days prior to the proposed date of the meeting.
- c) Meetings of every committee shall be open except when, at the request of the staff person named, discussing a personnel matter.

7.5 Quorum at Committee Meetings:

No quorum is required for a committee to meet. However, minutes of the committee meetings must specify attendance so that the Board may know to what degree the committee recommendations reflect the will of the committee membership.

7.6 Voting at Committee Meetings:

Members of the committee present shall have a right to vote.
In the case of an equality of votes, the motion shall be declared defeated.

7.7 Executive Committee of the Board of Management

- a) The Chair, Vice-Chair, Secretary and Treasurer or Secretary-Treasurer shall serve as members of the Executive Committee along with any other members appointed by the Board of Management from among its Board Members.

b) The Executive Committee of the Board of Management shall:

- i) In emergencies, elaborate and implement policy within the framework of policy enunciated by the Board of Management;
- ii) In emergencies, have the power to make or authorize expenditures on behalf of the Board of Management and to hire the Executive Director during the months of June, July or August if directed by the Board to do so.;
- iii) Have the power to receive and make recommendations to the Board of Management with regard to motions and reports from standing committees of the Board of Management.

ARTICLE VIII

8 Agents and Employees of the Board of Management:

8.1 Appointment of Employees and Agents

All employees of the Town Hall are employees of the City of Toronto, but Council has delegated authority to the Board for the overall management of the Town Hall and its' employees in accordance with the City's human resource policies and collective agreements.

The Board of Management may appoint an Executive Director who shall be responsible for exercising general control and management of the affairs of the Town Hall for the purpose of ensuring the efficient and effective operation and performing other administrative duties as delegated by the Board.

The Board will be subject to 7.3 of the Relationship Framework, which outlines the conditions under which the Board must operate when dealing with employees.

The Board of Management may appoint agents or consultants to perform specified tasks and they shall be paid such remuneration as the Board of Management shall by resolution determine from time to time.

ARTICLE IX

9 Signatures and Fiscal Year of the Board of Management

9.1 Cheques:

Cheques, drafts and orders for the payment of money and all notes and bills of exchange shall be signed by any two (2) of the Chair, Vice-Chair, Secretary, Treasurer and Executive Director.

9.2 Contracts:

Contracts, documents or instruments of writing requiring execution by the Town Hall shall be signed by the Executive Director or such other persons as may be determined by the Board of Management by resolution from time to time.

9.3 Fiscal Year:

The fiscal year of the Town Hall shall end on the last day of December in each year.

ARTICLE X

10 Budget of the Swansea Town Hall:

- 10.1 Subject to 1.1 the Board of Management shall prepare and adopt a budget.
- 10.2 Such budget may be presented to the members for information at a General, Special or Annual Meeting.
- 10.3 Such budget shall not take effect until approved by the City of Toronto.

ARTICLE XI

11 Amendments to the Governing By-Law:

- 11.1 The Governing By-Law of the Town Hall shall be enacted, repealed, re-enacted or amended only by a two-thirds (2/3) majority vote of the Members of the Association present in person at the Annual Meeting or any Special Meeting.
- 11.2 In addition to 11.1, any amendments relating to the composition of the Board of Management, and community groups under 5.1 (b) shall require a two-thirds (2/3) majority vote of the whole Board at a Board Meeting, provided written notice has been given to the Board members ten (10) days in advance of such Board Meeting.
- 11.3 Proposals to enact, amend, repeal, or re-enact the Governing By-Law may be put forward by the Board of Management or Board of Directors of the Association provided that intention to enact, amend, repeal, or re-enact is contained in the Notice for the Special or Annual Meeting at which they are to be voted upon and that the text of any proposed change is posted in a prominent place at the Town Hall no less than twenty-one (21) days in advance of the proposed date of such Special Meeting or thirty (30) days in advance of the proposed date of such Annual Meeting.
- 11.4 Proposals to enact, amend, repeal, or re-enact the Governing By-Law may be put forward by any member of the Town Hall Association provided that such proposals are presented to the Board of Management and Board of Directors at a regularly scheduled Board of Directors meeting at least fourteen (14) days prior to the last date by which the Board is required to give notice of the Special or Annual Meeting at which they are to be voted upon in order for the Board of Management and Board of Directors to include the intent for such a proposal to enact, amend, repeal, or re-enact in the notice of such meeting and to post the text of any proposed change in a prominent place at the Town Hall no less than twenty-one (21) days in advance of the proposed date of such Special Meeting or thirty (30) days in advance of the proposed date of such Annual Meeting.

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