

**SWANSEA TOWN HALL  
ASSOCIATION**

**BY-LAW NO. 1  
Constitution**

**Adopted May 16 2024**

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## ARTICLE I

### 1.1 Governance

The Constitution of the Swansea Town Hall Association governs the affairs of the Association, including the role and function of the members, directors and officers amongst other matters, but not the management of the Swansea Town Hall at 95 Lavinia Ave. which is the responsibility of the "Board of Management".

### 1.2 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 Association" (hereinafter called the "Association").

### 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 subject to 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 and other applicable City of Toronto By-laws.
- 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

### **ARTICLE III**

#### **3.1 Objects**

The objects of the association are:

- a) To encourage space being available to non-profit or charitable community organizations, whether incorporated or not, and by municipal organizations that serve and benefit the quality of life on a first priority basis of residents in the Swansea community and catchment area of the City of Toronto with community programs and services of a cultural, social, recreational or educational nature within premises located within the catchment area;
- b) To carry out the objects of the association without the purpose of gain for its members;
- c) To operate on a not for profit basis;
- d) To use any profits or other accretions to the association to advance its objects;
- e) To promote and enhance the overall development of the Swansea community and the catchment area within the City of Toronto in accordance with that community’s own desires, in co-operation with other local agencies and organizations, whether incorporated or not;
- f) To encourage the preservation and maintenance of the Swansea Town Hall (received from the former Village of Swansea to be used as a Town Hall) and to promote the preservation and maintenance of local historical and cultural records, artefacts and archives of the Swansea community at the Swansea Town Hall;
- g) In furtherance of those general objects to encourage the use of Swansea Town Hall (Town Hall) by non-profit or charitable community organizations, whether incorporated or not, and by municipal organizations. With the first priority to such organizations which serve and benefit the quality of life of residents in the Swansea community and catchment area within the City of Toronto with community programs and services of a cultural, social or educational nature with a strong connection to the Swansea community and catchment area within the City of Toronto;

And in furtherance of the aforesaid objects, among other matters:

- h) i) To assist the Board of Management of the Swansea Town Hall in such ways and manners as the Board of Management may request from time to time and as the Association seems fit to do within its objects;

- ii) To encourage the City to keep the Town Hall as a vital non-profit local community centre that welcomes all to participate in the Town Hall's services and activities and which remains a community orientated and controlled centre with priority given to the residents within the Swansea community and catchment area;
  - iii) To make recommendations and proposals to the City and the Swansea Town Hall that will ensure the Town Hall develops and carries out accessible and responsive community-orientated programmes and services in a friendly and inviting atmosphere;
  - iv) To supply Swansea community and the catchment area residents with useful and practical information concerning the services available at the Swansea Town Hall amongst other locations as the Association sees fit from time to time;
  - v) To assist and support other community organizations, whether incorporated or not, having objects conducive to the Association's objects or any of them.
- i)** To accept donations, gifts, grants, legacies and bequests and to hold contributions of money and property for the association; to sell or convert any property into money from time to time; to invest and re-invest any principal or accumulations thereto in such manner as may from time to time be determined; and to distribute and disburse such money and property in the furtherance of the objects of the association;
  - j)** To supply financial assistance and to give donations for non-profit or charitable purposes or services;
  - k)** To study cultural, social or educational problems affecting the diverse and changing Swansea community and catchment area of the City of Toronto; to work for and to seek beneficial policies and initiatives that develop and enhance the area; and to encourage the training of volunteers;
  - l)** To enter into any arrangements with other organizations, whether incorporated or not, that may seem conducive to the association's objects or any of them and to obtain from any such organization any rights, privileges and concessions which the association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
  - m)** To enter into any arrangements with any government or authorities, federal, provincial, municipal, local or otherwise, that may seem conducive to the association's objects or any of them and to obtain from any such government or authorities any rights, privileges and concessions which the association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- n) To apply for, promote and obtain any statute, ordinance, order, regulation or other authorization or enactment, whether federal, provincial, municipal, local or otherwise, that may directly or indirectly promote and advance the interest of and the welfare of the Swansea community and within the catchment area of the City of Toronto;
- o) To adopt such means of making known the needs of the Swansea community and the catchment area of the City of Toronto as may seem expedient and, in particular, by advertising in the press, on radio or television or by any other media; and
- p) To do all such things as are incidental or conducive to the attainment of the above objects and, in particular, to acquire by purchase, lease, devise, gift or otherwise and to hold any real or personal property necessary for the carrying on of the undertaking of the association, and to sell, lease, mortgage, dispose of and convey the same or any part thereof as may be considered advisable.

## **ARTICLE IV**

### **4.1 Members**

The classes of membership are: Community, Associate, Participating and Honorary.

### **4.2 Community Members**

All persons shall be welcome and encouraged to become involved in the Town Hall Association's activities and services. All persons with a principal residence within the boundaries of the catchment area shall be considered Community Members.

### **4.3 Associate Members**

All persons interested in the Town Hall's activities, yet residing outside the community boundaries, will be eligible to become Associate Members of the Association.

### **4.4 Participating Members**

All persons interested in the Town Hall's activities and who belong to a community group, take a course or participate in any other group or activity which makes formal use of the space at the Swansea Town Hall will be deemed to be a participating member with the limited rights to volunteer and assist any standing committees of the Town Hall and to attend any meetings of such standing committee(s) or of the Association. A participating member cannot also belong to another class of membership of the Association. Upon payment of the appropriate fees and upon meeting the then criteria and preconditions for the class of membership for which they formally apply, such participating member will then become a member of that class and will have the full rights that such class of membership may have from time to time under the constitution.

### **4.5 Honorary Members**

Honorary Memberships may be granted by the Board of Directors to members for extraordinary service to the Town Hall and shall be valid for a period of time prescribed by the Board.

#### **4.6 Membership Fees**

The Board of Directors shall, from time to time, establish membership fees on an annual basis, subject to approval at a General Meeting of the members on notice, and shall provide for the issuance of membership cards and for the keeping of up to date records of members in good standing. Members whose membership has lapsed shall have a grace period of two (2) months to renew membership without the loss of privileges. In addition, the Board of Directors by resolution, may after 1 June in any given year prorate the fees for new members to reflect the fact that less than a full year is left.

#### **4.7 Register of Members**

The Board of Directors shall maintain a Register of Members.

#### **4.8 Removal from Membership or Discipline for Breach**

The members may, at a General or Special Meeting, upon notice to the member and the general members of the grounds for the same, remove or discipline members for wilful breaking of the obligations set out in 4.9.

Provided always that the members of the Swansea Town Hall Association in disciplining a member or terminating the membership of any member of the Swansea Town Hall Association for cause do so by resolution passed by two-thirds (2/3) of the votes cast as a general or special meeting, notice of which specify the intention to pass such resolution, has been given at least fifteen (15) days prior to each such meeting in writing including a summary of the grounds or reasons for the discipline or termination to the member along with the membership.

The member has a right to explain themselves at least (5) five days before the proposed discipline or termination orally, or in writing or in another format as approved by the Board and that statement shall be forwarded to the members.

Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner.

#### **4.9 Obligations of Membership**

Acceptance of membership in the Association shall bind the member to abide by the constitution and By-Laws.

#### **4.10 Privileges of Members**

- a) All members of the Association shall have the right to:
- i) Attend and participate in all meetings to discuss the management of the Association.
  - ii) Vote on matters brought before standing committees of which they are members.
  - iii) Periodically receive information about the Town Hall and its programmes.



- b)** Community members shall have the right to
  - i) Vote in the election of individuals as directors representing general members of the Association but not the appointees.
  - ii) Vote on any and all matters brought before the members at the Annual Meeting and any Special Meeting subject to the processes and limitations set forth in this Constitution.
- c)** Associate Members shall have the right to the same voting privileges as community members provided such associate member is in good standing and is a bona fide officer or executive member of one of the community organization as designated from time to time under 6.1 a) ii) or such other user group so recognized by the Board of Directors by resolution and approved by the members of the Association from time to time.

#### **4.11 Membership Rights of Swansea Town Hall Staff**

Employees of the Swansea Town Hall shall be allowed to be members of the Association and to have voting rights, but while they are employees of the Swansea Town Hall, they shall not be allowed to serve as members of the Board of Management, or to serve as a Director of the Association, or to Chair a Committee.

### **ARTICLE V**

## **5 Meetings of Membership**

### **5.1 Annual General Meeting**

There will be an Annual General Meeting of the membership on a date determined by the Board of Directors with such determination being made by the last day of the month of February. There shall be an annual meeting at least once per calendar year, with no more than 16 months separating these meetings.

### **5.2 Notice of Annual General Meeting**

Notice of the Annual General Meeting shall be given not more than fifty (50) and not less than thirty (30) days in advance and in such manner to ensure that members have reasonable opportunity to receive such notice including using e-mail, electronic means or by mail.

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 Association.
- c)** Last date for which nominations to the Board of Management and Board of Directors will be received for the positions set out in Section 5.3 below.

- d) Intent to propose any amendments to the Constitution.
- e) Any other proposed business.

### **5.3 The Purpose of the Annual General Meeting shall be to**

- a) Receive reports on the work of the Town Hall and Association 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 the Constitution in general ; and in particular 6.2.
- c) Elect two (2) advisors to the Board of Directors as set out in 6.10.
- d) Transact all other business that may properly come before the meeting.

### **5.4 Quorum at Annual General Meeting**

Twenty (20) paid up general members or ten per cent (10%) whichever is the greater shall constitute a quorum at the Annual Meeting.

### **5.5 Voting at Annual General Meeting**

- a) At any meeting of the membership, all members qualified to vote under the constitution shall have one (1) vote and such a vote shall be given personally and not by proxy.
- b) Questions arising out of any Annual or Special Meeting shall be decided by a majority vote except in the case of a two-thirds (2/3) majority required to remove a director or to amend the Constitution.

### **5.6 Special Meetings of the Membership**

A Special Meeting of the membership shall be called upon:

- a) A motion passed by the Board of Directors to call a Special Meeting.
- b) Submission to the Board of Directors of a request for a Special Meeting signed by Twelve (12) members stating the object of the proposed meeting. A Special Meeting so requested shall be held not later than one (1) month after the date the request was submitted to the Board.

### **5.7 Notice of Special Meeting of the Membership**

Notice of a Special Meeting shall be posted in a conspicuous place in the Town Hall and given in such other manner as the Board of Directors deems appropriate, at least fourteen (14) days in advance of the proposed date of the meeting, and shall state the date, time, location and purpose of the meeting. In addition, in the case of the removal of a director, the

removal of a member, amendments to the Constitution or the by-laws, such notice shall be mailed or delivered twenty-one (21) days prior to the meeting to all members.

### **5.8 AGM and Special Meeting Method of Participating**

Any person entitled to attend a meeting of members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Swansea Town Hall Association makes such means available. A person so participating in meeting is deemed to be present at the meeting.

### **5.9 Hybrid and Virtual meetings of Members**

Members' meetings may be held on a virtual or hybrid basis as determined by the Directors or held entirely by telephonic or electronic means or a combination of telephonic or electronic means or in person that permits all participants to communicate adequately with each other during the meeting.

### **5.10 Requisition of a Meeting of Members**

Member have a right to demand a meeting if at least (10%) ten per cent of the members vote to send a request with reasons to each director and the Swansea Town Hall Association office (if any). The Swansea Town Hall Association must give notice of a members' meeting no later than (10) ten days and no earlier than (50) fifty days before each meeting setting out the grounds thereof.

### **5.11 Adjournments of Annual or Special Meetings**

Any meetings of the members of the Swansea Town Hall Association or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, provided, such meeting continues within (30) thirty days; however if such adjournment is for more than (30) thirty days then there must be fresh notice of the meeting. Such adjournment may be made notwithstanding that no quorum is present.

## **ARTICLE VI**

### **6 The Board of Directors**

#### **6.1 Composition of the Board of Directors**

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

- a)** Fifteen (15) persons (hereinafter called Directors).
  - i) Nine (9) elected Directors and;
  - ii) One (1) person representing each of the community groups 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 elected councillor or councillors of City Council for the municipal ward in which the Swansea Town Hall is situate who shall be an ex-officio voting director (s) of the Board.

## **6.2 Term of Office for Elected Directors**

- a) Subject to Articles 1.1 and 1.2 the term for elected Directors of the Board shall be two (2) years;
- b) The terms for the elected members shall be staggered. Four (4) persons shall be elected on even numbered years and five (5) persons shall be elected 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 elected Director who vacated the position;
- d) Elected Directors shall be eligible for re-election 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 an elected member who was elected 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.
- 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 of Directors would suffer from a lack of continuity if all Directors are replaced at once;
- f) Subject to 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 organizations set out in 6.1 (a) (ii) and who are called appointees to the board.

## **6.3 Vacancies on the Board of Directors**

- a) Subject to Articles 1.1 and 1.3 a vacancy in the office of director shall be declared upon:
  - i) The death of an elected Director;
  - ii) The resignation of an elected Director;
  - iii) The removal of an elected Director;
  - iv) The dismissal of an elected Director by resolution of the Board for non-attendance without leave

- v) The failure of an elected Director to retain all the qualifications for membership.
- b) In the event of a vacancy on the Board of Directors other than a vacancy resulting from the removal of an elected Director or an appointee, the elected Directors then in office may elect a qualified person to fill the vacancy and shall recommend to the Board of Management the appointment of such qualified person as shall be entitled to serve for the remainder of the term of the elected Director whose departure created the vacancy. A retiring elected Director shall retain office until the dissolution or adjournment of the meeting at which a successor is elected or appointed.

#### **6.4 Nominations and Elections of the Elected Directors**

- a) Any member of the Association who has reached eighteen (18) years of age at the Date of election or appointment of the member and is a resident of the City of Toronto is eligible to serve as an elected Director or appointed Director, subject to the term limits set out elsewhere herein. To remain on the Board elected and appointed members are required to maintain this status throughout their term of office.
- b) The Board of Directors shall appoint a Nominating Committee of at least three (3) members of the Association, who shall submit a nominations list at least equal to the number of vacancies required to be filled at each Annual Meeting. All named nominees shall have indicated their willingness to stand for election prior to the Annual or General Meeting.
- c) The nominating committee may prepare an Election Slate, consisting of community representatives, two (2) weeks before the Annual Meeting. It will also make public ten (10) days prior to the AGM, the names of all persons who have presented themselves as candidates, and who are standing for election. In the event of a vacancy in the election slate, the nominating committee will act in accordance with 6.4.(f) and will make public the amended slate.
- d) Notwithstanding the rest of this section the majority of Directors are required to be from the catchment area.
- e) The nominating Committee may develop nominating rules and procedures subject to the approval of the Board
- f) If a qualified candidate for Director, before close of voting at the Annual general Meeting, dies, resigns or becomes ineligible to hold office
  - i) the Nominating Committee shall remove the candidate's name from the ballot or if the ballots are printed shall advise the members of the death, resignation or disqualification;
  - ii) if the removal of the candidates name shall create a vacancy, the nominating committee may meet, and recommend additional persons from amongst the qualified candidates who are willing to stand for election

## **6.5 Removal of an Elected Director**

- a)** Any elected Director may be removed at any time from the office of elected Director by a motion passed by a two-thirds (2/3) majority of vote at a Special Meeting of the membership duly called in accordance with Special Meeting guidelines for that purpose.
  - i) A Director is entitled to give the Swansea Town Hall Association a statement giving reasons for resigning or for opposing their removal if the meeting is called for the purpose of removing them.
  - ii) The Board of Directors or person acting on its behalf shall immediately give to the members a copy of the statement.
  - iii) The members at the general meeting having removed the director may, by a majority of the votes cast at that meeting elect any person in their stead for the remainder of their term.
- b)** Any qualified person may be elected by a majority of votes cast at such Special Meeting to fill the vacancy of any elected board member. The person so elected shall be entitled to serve as an elected Director for the balance of the term of the elected Director who was removed from the office.

## **6.6 Responsibilities of the Board of Directors**

Without derogating from 1.3, the Board of Directors shall be responsible for:

- a)** Seeking sources of funds for the Association, the Town Hall and their respective activities.
- b)** Conducting membership campaigns to involve the broadest possible group of people in the activities of the Association.
- c)** Approving financial statements, as submitted by the Treasurer or Secretary-Treasurer, and inspecting all financial records, budgets, and expenses of the Association, and presenting of budgets to the members.
- d)** Holding Annual, General and Special Meetings.
- e)** Annually determining the nature of the standing committees at the beginning of each new term and creating committees and sub-committees as needed.
- f)** Liaise with schools, agencies and community groups in the area to improve the Town Hall's service to the community.

## **6.7 Meetings of the Board of Directors**

- a)** Normally the Board will hold its meetings at 95 Lavinia Avenue at such times as it may determine, a minimum of Three (3) times in each calendar year, and in addition at any time at the request of two (2) members of the Board of Directors.
- b)** Written notice of every Board Meeting shall be delivered to every director by email or by electronic means or mail at least seven (7) days prior to the proposed meeting,

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 at least seven (7) days 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 6.7(b).
- e) No formal notice of any such meeting shall be necessary if all the Directors are present in person or by telephone or by electronic means, or if those absent have signified their consent to the meeting being held in their absence
- f) If all Directors of the Swansea Town hall Association present at or participating in the meeting consent, a meeting of the directors or of a committee 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 provided appropriate notice is received.
- g) Board of Directors' meetings may be held on a virtual or hybrid basis or be held entirely by telephonic or electronic means or a combination of telephonic or electronic means and in person provided all the participants are able to communicate adequately with each other during the meeting.

#### **6.8 Quorum at Board of Directors Meetings**

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

#### **6.9 Voting at Board of Directors Meetings**

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

#### **6.10 Advisors to Board of Directors**

- a) In addition, at each Annual Meeting, the membership may elect to the Board of Directors, two (2) non-voting advisors, who may sit on committees of the Board, speak at Board meetings and receive notices of such meetings. Further, the Past President and Past Chair shall be non-voting advisors with the same rights as the other advisors if no longer Directors.
- b) The term of office for such non-voting advisors shall be two (2) years. The provisions relating to directors shall apply to such advisors by analogy except as specifically

amended by this provision 6.1. Such position shall be open to any member of the Association who has been qualified through the nomination process.

- c) The purpose for electing advisors is to provide the Board of Directors the opportunity to have on Board other members who could provide specialized expertise and or have individuals who may in future wish to be Directors.

## **ARTICLE VII**

### **7.1 Officers of the Board**

- a) The Board of Directors will elect its officers from the Board-Members at the first regular Board meeting after its Annual General Meeting each calendar year.
- b) The officers of the Board of Directors shall be: President, Vice-President, Secretary and Treasurer or Secretary Treasurer and Membership Secretary and the President of the Association should not normally hold at the same time the office of the Chair of the Board of Management.
- c) The Board of Directors may establish other offices and assistant offices as it deems necessary, and shall prescribe the powers and duties of such offices or assistant offices.
- d) Subject to Article 7.2 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 Director Member may hold more than one office nor hold an office and an assistant office at any time, except as a Secretary-Treasurer.
- f) All offices and all assistant offices must be held by members of the Board of Directors.
- g) The maximum consecutive one-year terms for a specific office held by a Board Member is four (4), with this provision becoming immediately effective after the AGM in 2024.

### **7.2 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) the event of an officer or assistant officer ceasing to be a Board of Director member.
- b) The Board of Directors may appoint any other Board of Director member, except as provided in part 7.1(e) and 7.1(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.

### **7.3 Officer Absence from Meetings or Duties**

In the event of the absence of an officer or assistant office holder for more than one (1) month, and upon no less than ten (10) days notice to the Directors of the Meeting of the Board of Directors, the Board of Directors may delegate the powers and duties of such officer or assistant officer to any other Board Member until the return to duty of the incumbent officer or assistant.

### **7.4 Removal from Office**

The Board of Directors 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 of the meeting to the Board of Directors setting out the grounds of removal.

An officer or assistant officer is entitled to give the Swansea Town hall Association a statement giving reasons for resigning or for opposing their removal if the meeting is called for the purpose of removing them.

The Board of Directors or person acting on its behalf shall immediately give to the whole of the Board a copy of the statement.

The Board of Directors at that meeting having removed the officer or assistant officer may, by a majority of the votes cast at that meeting elect any person in their stead for the remainder of their term.

### **7.5 Duties of Officers**

- a)** The PRESIDENT 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-PRESIDENT shall:
  - i) assist the President;
  - ii) act as President;
    - 1) in the event of the absence of the President, until the President returns to duty;
    - 2) in the event of vacancy in the office of President, for the balance of the term of the person whose departure created the vacancy.
  - iii) while acting under 7.5(b) (ii) 1 & 2 of this Article, the Vice-President shall have all the powers of and perform all the duties of the President;
  - iv) have such other powers as are assigned to the Vice-President from time to time by the Board of Directors.

- 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 Directors.
  - iii) make recommendations to the Board of Directors concerning all aspects of the financing and administration of the Town Hall Association;
  - iv) receive, examine and present to the Board of Directors, the financial statements and budgets of the Town Hall Association and all standing committees (if any) that require budgets and financial statements;
  - v) comply and ensure compliance with all accounting and bookkeeping requirements
  
- d) The SECRETARY shall:
  - i) issue or cause to be issued notices for all meetings of the Board of Directors when directed to do so;
  - ii) have charge of the minutes of all meetings of the Board of Directors,
  - iii) have such other powers as are assigned the Secretary from time to time by the Board of Directors.
  
- e) The MEMBERSHIP SECRETARY shall:
  - i) have responsibility for the membership records and provision of notice as required by the Board.
  
- f) 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 VIII**

### **8 Committees**

#### **8.1 Standing Committees:**

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

#### **8.2 All Standing Committees Shall:**

- a) Be chaired by a Chair who is a member of the Board of Directors, appointed by that Committee, and approved by the Board of Directors. The remaining members of such standing committee may be composed of directors or members of the Association approved by the Board of Directors
- b) Operate within the terms of reference set by the Board of Directors
- c) Provide an open forum for discussion by all interested parties.

- d) Report their deliberations, recommendations, and resolutions to the Board of Directors for confirmation and for approval.
- e) Continue to operate for such length of time as shall be determined by the Board of Directors.

### **8.3 Other Committees of the Board of Directors**

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

### **8.4 Meetings of Committees of the Board of Directors**

- a) Normally, committees of the Board of Directors will hold their meetings at the Town Hall at such times as the President 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.

### **8.5 Quorum for Committees**

The majority of the members of the committee shall constitute a quorum at committee meetings.

### **8.6 Voting at a committee meeting**

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

### **8.7 Executive Committee of the Board of Directors**

- a) The President, Vice-President, Secretary and Treasurer or Secretary-Treasurer and Membership Secretary shall serve as members of the Executive Committee along with any other members appointed by the Board of Directors from among the Board of Directors.
- b) The Executive Committee of the Board of Directors shall:
  - i) elaborate and implement policy within the framework of policy enunciated by the Board of Directors;
  - ii) have the power to make or authorize expenditures on behalf of the Board of Directors and to hire during the months of June, July or August and to pay salaries to employees within the framework of the budget;
  - iii) have the power to receive and make recommendations to the Board of Directors with regard to motions and reports from standing committees of the Board of Directors.

## **ARTICLE IX**

### **9 Agents and Employees of the Board of Directors**

#### **9.1 Appointment of Agents and Employees of the Board of Directors:**

- a) The Board of Directors may appoint agents and employees and they shall be paid such remuneration, as the Board of Directors shall by resolution determine from time to time.
- b) The Board of Directors may appoint a Chief Administrative Officer who shall have such duties as the Board of Directors shall by resolution determine from time to time.

## **ARTICLE X**

### **10 Signatures and Fiscal Year of the Board of Directors**

#### **10.1 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 President, Vice-President, Secretary, Treasurer and Chief Administrative Officer.

#### **10.2 Contracts:**

Contracts, documents or instruments of writing requiring execution by the Association shall be signed by the President or the Vice-President or such other persons as may be determined by the Board of Directors by resolution from time to time.

#### **10.3 Fiscal Year:**

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

## **ARTICLE XI**

### **11 Budget of the Association**

**11.1** Subject to 1.1 and 6.2, the Board of Directors shall prepare and adopt a budget.

**11.2** Such budget shall be presented to members for consideration at a General, Special or Annual Meeting, and the recommendations of the members shall be considered by the Board of Directors.

## ARTICLE XII

### **12 Amendments to the Constitution of the Association**

- 12.1** The Constitution of the Association shall be enacted, repealed, re-enacted or amended only by a two-thirds (2/3) majority vote of the members present in person at the Annual Meeting or any Special Meeting.
- 12.2** In addition to 12.1, any amendments relating to the composition of the Board of Directors, and community groups under 6.1 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.
- 12.3** Proposals to enact, amend, repeal, or re-enact the Constitution may be put forward by the Board of Management or Board of Directors 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.
- 12.4** Proposals to enact, amend, repeal, or re-enact the Constitution may be put forward by any member of the Association provided that such proposals are presented to the Board of Directors and Board of Management 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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