



# APPLEGROVE COMMUNITY COMPLEX

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**“TOGETHER, BUILDING OUR COMMUNITY”**

## CONSTITUTION of APPLEGROVE COMMUNITY COMPLEX

Original Constitution amended at the Annual Meeting on October 22, 1992

with a major revision adopted at the Annual Meeting on March 31, 2005.

Separate constitutions for the charity and City agency

adopted at the Annual Meeting on March 28, 2007.

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**1. Definitions**

- 1.1 "Board" means Board of Directors.
- 1.2 "Director(s)" means member(s) of the Board of Directors.
- 1.3 "Board Member(s)" means person(s) appointed by City Council to the Board of Management for Applegrove Community Complex.
- 1.4 "City" means City of Toronto.
- 1.5 "Council" means the Toronto City Council.
- 1.6 "Chair" or "Chairperson" means Chairperson of the Board of Directors for Applegrove Community Complex.

**2. Name of Organization**

The name of the organization is Applegrove Community Complex ("Applegrove").

**3. Objects**

Applegrove's objects will be to maintain, manage and operate Applegrove's facilities in the City of Toronto as a City-funded community centre providing services in accordance with the following guidelines:

- 2.1 Applegrove is a neighbourhood partnership fostering community through social and informative programs for individuals and families.
- 2.2 Applegrove's goal is to meet social, recreational, educational and cultural needs by providing diverse social, recreational, educational, and cultural programs and services.
- 2.3 All persons will be welcomed and encouraged to make full use of Applegrove's facilities and services, in accordance with any by-laws and decisions of the Board and the policies of the City of Toronto.
- 2.4 Applegrove will be community-oriented and community-controlled with priority given to residents of the area bounded by Jones Avenue to Woodbine Avenue, Lake Ontario to the railway tracks north of Gerrard Street (the "Catchment Area"), and will work co-operatively with all members of the community, especially those disadvantaged by economic, social or physical circumstances.
- 2.5 Applegrove will be run in a fiscally responsible way without monetary gains for its members.
- 2.6 Applegrove is committed to the promotion of co-operative effort, volunteerism, inter-cultural exchange and anti-racism.

**4. Structure**

**4.1. Non-Profit Corporation**

- i) In 1979, Applegrove was incorporated as a non-profit corporation under the provincial Corporations Act, incorporation number 417388.
- ii) Applegrove is registered by Revenue Canada as charitable organization Number 10671 8943 RR0001 (previously Number 0570838-59).
- iii) A Board of Directors, which is described in more detail in section 8 of this Constitution, governs Applegrove (the "Board").

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4.2. Agency of the City of Toronto

- i) Applegrove is a community recreation centre under the Community Recreation Centres Act, which was established in 1983 by the City of Toronto, along with its Board of Management, via by-law 121-83.<sup>1</sup>
- ii) The Board of Management for the community centre is a city board (local board) established or continued under sections 7, 8 and 141 of the *City of Toronto Act 2006* which permit the City to appoint a city board to manage a facility and provide for its administration.
- iii) The Board of Management will function as a Standing Committee of the Board of Directors, responsible for the administration monies and reporting to City Council.
- iv) The following matters require approval from Council:
  - a) The appointment of members of the Board of Management;
  - b) The annual administrative budget and global budget estimates;
  - c) Allocations for capital repairs, currently included in the City Facilities and Real Estate Capital Budget;
  - d) The audited annual financial statements of the community centre;
  - e) Collective Agreements;
  - f) A records retention by-law or specific Council approval to destroy records;
  - g) The establishment of new community centres and the cessation of existing community centres; and
  - h) Contracting out the overall operation or a significant portion of the operation of the community centre to a third party.
- v) The following matters have been delegated to the Board of Management:
  - a) The management, operation and maintenance of the community centre;
  - b) The development, funding, management and operation of community centre programs;
  - c) Expenditures and management of administrative funds in accordance with the Council approved budget and, where applicable, the City's financial policies;
  - d) The development of strategic business plans for the community centre; and
  - e) The setting of fees and charges for use of community centre space and programs.

**5. Conflict with Other Bylaws or Statutes**

5.1. Municipal

If this Constitution conflicts with any municipal legislation or policy, the municipal legislation and policy will prevail.

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<sup>1</sup> Bylaw 121-83 was replaced by By-law 1994-0792, adopted 94-10-11 by Toronto City Council and known as Chapter 25 of the Municipal Code. After amalgamation, all by-laws of the former City of Toronto were continued in the new City of Toronto. Beginning in 2007, the relevant chapter will be known as Chapter 24.

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5.2. Other Levels of Government

If this Constitution conflicts with legislation or policy of the provincial or federal governments, the provincial or federal legislation and policy will prevail.

**6. Membership**

6.1. Membership Categories

i) Community Membership

Any person residing within the Catchment Area may become a Community Member.

ii) Associate Membership

a) All other persons interested in Applegrove's programs and activities will be eligible to become Associate Members of Applegrove.

b) Associate Members will enjoy all the privileges and responsibilities of membership, except those of nominating individuals to the Board of Directors and nominating and voting for candidates to be recommended to Community Council and Council for appointment to the Board of Management.

iii) Institutional and Corporate Membership

a) Organizations and corporations directly affiliated with Applegrove or interested in Applegrove's programs and activities, will be eligible to become Institutional Members of Applegrove.

b) Institutional Members will enjoy the privileges and responsibilities of membership, except those of nominating individuals and voting at Annual and Special Meetings of the Membership.

6.2. Dues

i) The Board will, from time to time, establish membership fees for the various Member Categories on an annual basis.

ii) The Board may waive fees upon request for good cause.

iii) The Board may initiate a fee waiver without request in special circumstances.

iv) Members whose membership has lapsed will have a grace period of two months to renew membership without loss of privileges.

6.3. Responsibilities of Membership

Acceptance of membership in Applegrove will bind the member to abide by the Constitution and by decisions of its governing body/bodies.

6.4. Privileges of Membership

i) All Members

All members of Applegrove, except as otherwise restricted, will have the right to:

a) periodically receive information about Applegrove and its programs;

b) receive rights and considerations offered to them by the various groups or programs in Applegrove; and

c) participate in the activities of Applegrove's Committees, and vote on all matters brought before those committees of which they are members.

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- ii) **Adult Members**  
Members of Applegrove who are 18 years of age and over, except as otherwise restricted, will have the right to:
  - a) nominate individuals as Directors and members of the Board of Management;
  - b) vote in the election of individuals as Applegrove's Directors and members of the Board of Management subject to the processes and limitations set forth in the Constitution; and
  - c) 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 the Constitution.

**7. Meetings of the Membership**

**7.1. Annual Meeting**

There will be an Annual Meeting of the membership between February 1<sup>st</sup> and March 31<sup>st</sup> as determined by the Board.

**7.2. Notice of Annual Meeting**

Notice of the Annual Meeting will be given at least twenty-one (21) calendar days in advance and in such manner as to ensure that members have reasonable opportunity to receive such notice. The notice will include the following:

- i) date, time and location of the meeting;
- ii) availability of the Annual Report of the Board;
- iii) last date for which nominations of eligible candidates to the Board will be accepted;
- iv) intent to propose any amendments to the Constitution; and
- v) any other proposed business.

**7.3. The Purpose of the Annual Meeting**

The Annual Meeting will:

- i) receive reports on Applegrove's work during the preceding year and on plans for the upcoming year;
- ii) receive nominations for and elect the Board;
- iii) receive the Auditor's Report; and
- iv) carry out such other business as is approved by the members.

**7.4. Special Meetings**

A Special Meeting of the membership will be called upon:

- i) a motion passed by the Board to call a special meeting; or
- ii) submission to the Board of a request for a special meeting signed by twenty (20) members stating the object of the proposed meeting. A special meeting so requested will be held no later than six weeks after the date the request was submitted to the Board.

**7.5. Notice of Special Meeting**

Notice of a Special Meeting will be given in the same manner as for the Annual Meeting at least fourteen (14) calendar days prior to the meeting, and will state the nature or the business to be carried out at such a meeting. The only business to be carried out will be that for which the meeting is called.

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7.6. Quorum for Meetings of the Membership

The presence of twenty (20) members will constitute a quorum at any meeting of the membership.

7.7. Votes at Meetings of the Membership

- i) At any meeting of the membership, only Adult Members in good standing at least thirty (30) days prior to the date of the meeting, will be entitled to cast a vote, except as otherwise specified in this Constitution.
- ii) At any meeting of the membership, each member will have one vote and such a vote will be given in person and not by proxy.
- iii) Questions arising out of any Annual or Special Meeting will be decided by a majority vote except in as otherwise specified below. In the event of a tie, the Chairperson will cast a vote.
- iv) At a special meeting called for the removal of a Director:
  - a) a two-thirds majority is required to remove the Director; and
  - b) only paid-up members in good standing, who have joined 30 days prior to the date of the call for the meeting, may vote.

**8. Board of Directors**

8.1. Composition of the Board

The Board will be composed of ten (10) people as follows:

- i) Nine (9) members, the majority of whom live in the Catchment Area. These will generally be known as the Community Directors.
- ii) One City Councillor will be appointed by City Council to the Board of Management and will be a member of the Board of Directors.
- iii) The Toronto District School Board may appoint one person to the Board of Management.
- iv) Directors should collectively possess an understanding of the diverse neighbourhoods and communities within the catchment area;
  - a) reflect the cultural and social diversity of the community;
  - b) knowledge and understanding of public service; and
  - c) possess good communications and decision-making skills.

8.2. Eligibility Criteria

- i) Since Directors are also members of the Board of Management, they must meet eligibility criteria for the Board of Management, which are the following requirements:
  - a) at least eighteen (18) years of age;
  - b) residing in the City;
  - c) not an employee of the City of Toronto nor of any of its Agencies, Boards, Commissions or Corporations;
  - d) not the spouse, child or parent of a Member of Council; and
  - e) not serving on another City Agency, Board, Commission, or Corporation except they can be a member of a Business Improvement Area.
- ii) Appointees are required to maintain this status throughout their term of office.
- iii) Directors continue to serve past the expiration of their term until their successors are elected or appointed.

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- iv) All appointments to the Board of Management are made at the pleasure of City Council and City Council retains the right to replace any appointed member at any time and for any reason.

8.3. Process

At the Annual Meeting, adult Community Members will elect Community Directors to the Board of Directors.

8.4. Procedures of the Nominations Committee

- i) A Nominations Committee will be comprised of at least three persons appointed by the Board.
- ii) The Nominations Committee will make Applegrove's membership and community aware of the nominating procedure at least fourteen (14) days in advance of the closing date for nominations.
- iii) All named nominees will have indicated their willingness to stand for election prior to the Annual Meeting.
- iv) Nominations for the position of Director will be submitted in written form to the Nominations Committee at least seven (7) days prior to the Annual Meeting.
- v) The Nominations Committee will attempt to submit a nomination list at least equal to the number of vacancies required to be filled at each Annual Meeting.
- vi) Nominations can be made by any eligible Community Member of Applegrove. Such nominations will be made in writing and received by the Chairperson of the Board one day prior to the Annual Meeting and will include the name of the person being nominated, signed by the person is making the nomination and signed by another Community Member who supports the nomination. The nomination will also include evidence that the nominee agrees to stand for election.
- vii) If names proposed by the Nominations Committee and through write-in nominations are insufficient to fill the number of vacancies, or at the Chairperson's discretion, the Chairperson will request nominations from eligible voters at the Annual Meeting.
- viii) The eligible nominees with the highest number of votes in an election conducted by secret ballot at the Annual Meeting will be forwarded to City Council for appointment to the Board of Management.
- ix) If nominees are not already members of Applegrove, they should complete a membership form within 10 days of election.

8.5. Term of Office

- i) The term of office for Community Directors will be two (2) years.
- ii) Terms of the Community Directors should be staggered so that in alternating years the terms of either four (4) or five (5) Community Directors will expire at the Annual Meeting.
- iii) A retiring Director will retain office until the dissolution or adjournment of the meeting at which a successor is elected.
- iv) Any retiring Directors will be eligible for re-election if otherwise qualified, but should not serve more than four consecutive two-year terms.

8.6. Vacancy on the Board

- i) A vacancy in the office of Directors will be declared upon:



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- a) the death of a Director;
  - b) the resignation of a Director;
  - c) the removal of a Director; or
  - d) the failure of a Director to meet the Eligibility Criteria.
- ii) A vacancy is created and the individual ceases to be a Director, effective the earliest of:
- a) the date of resignation;
  - b) the date the Director ceases to be qualified;
  - c) the date the Director is removed by City Council; or
  - d) the date of death or other incapacitation.
- iii) In the event of a vacancy on the Board, other than a vacancy resulting from the removal of a Director, the Directors then in office will select a qualified person to serve for the remainder of the 2-year term.

8.7. Removal of a Director

- i) Except as specified below, a Director may be only be removed from the Board by a motion passed by a two-thirds majority vote at a Special Meeting of the membership called for that purpose.
- ii) Three consecutive absences, or missing half the meetings in a year, may be grounds for removal of a Director at the discretion of the Chairperson.
- iii) Any qualified person may be elected by a majority of votes cast by a secret ballot at such a Special Meeting to fill the vacancy. The person so elected will be entitled to serve as a Director Member for the balance of the term of the Director who was removed.
- iv) A Director who was removed from office may appeal the decision at a Special Meeting of the membership duly called for the purpose. A simple majority will confirm the removal.

8.8. Indemnification

A member of the Board from and after election will be indemnified and saved harmless out of the funds of the Applegrove Community Complex from and against all costs, charges and expenses whatsoever which such member of the Board sustains or incurs in or about any action, suit or proceeding which is brought, commenced and prosecuted against such member for, or in respect of, any act, deed, matter, or thing whatsoever made, done or permitted by her or him in or about the execution of the duties of offices; and all other costs, charges and expenses, which are sustained or incurred in or about, or in relation to, the affairs thereof, except such costs, charges or expenses as are occasions of such member's own wilful neglect or default.

8.9. Conflict of Interest

Directors shall disclose any financial interest in a matter under consideration at a meeting and shall avoid taking part in any discussion of the matter.

8.10. Procedural Bylaw

The Board will adopt a procedural bylaw to address matters including Board meetings, quorum, voting, officers, committees and other relevant issues.

**9. Appointment of Agents and Employees**

- 9.1 The Board may appoint agents and employees and they will be paid such remuneration as the Board by resolution determines.
- 9.2 The Board will appoint an Executive Director as the senior staff member for the organization. The Board will delegate to the Executive Director the responsibility for the general control and management of the centre within the approved budget, policies and procedures.

**10. Signatures and Fiscal Year**

- 10.1. Cheques  
Cheques, drafts and orders for the payment of money and all notes and bills of exchange will be signed by any two of the Chairperson, Treasurer, Secretary and Executive Director.
- 10.2. Contracts  
Contracts, documents or instruments of writing requiring execution by Applegrove will be signed by any two of the Chairperson, Treasurer, Secretary and Executive Director.
- 10.3. Fiscal Year  
Applegrove's fiscal year will end on the last day of December in each year.

**11. Amendments to the Constitution**

- 11.1 Applegrove's Constitution will be enacted, amended, repealed, or re-enacted only by a two-thirds majority vote of the members present in person at the Annual Meeting.
- 11.2 Proposals to enact, amend, repeal, or re-enact the Constitution may be put forward by the Board provided that intention to enact, amend, repeal, or re-enact is contained in the Notice for the 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 Applegrove no less than twenty-one (21) days in advance of the proposed date of such Annual Meeting.
- 11.3 A Special Meeting of the membership may be called to propose an amendment to the constitution; however, such an amendment must be ratified at the subsequent Annual Meeting.