



**PROCEDURAL POLICY
FOR THE BOARD OF DIRECTORS OF APPLGROVE COMMUNITY COMPLEX
(formerly known as Procedural Bylaws)**

Adopted April 18, 2007 to take effect May 1, 2007

Amended November 24, 2014 to add a Personnel Committee

Amended June 26, 2017 to modify Standing Committees

Amended April 30, 2020 to enable electronic participation in meetings during a
declared emergency

Amended September 14, 2020 to further enable remote electronic participation in meetings

Amended November 30, 2020 to revise Standing Committees

Revised September 23, 2024 for compliance with the Not-for-Profit Corporations Act,
2010 (Ontario)

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1 Definitions and Interpretation

- (a) **“Act”** - means the Not-for-Profit Corporations Act, 2010 (Ontario) together with the regulations made pursuant thereto, as amended from time to time;
- (b) **“Articles”** - means the Letters Patent or the articles of the Corporation as amended or restated from time to time;
- (c) **“Board”** - means the Board of Directors of the Corporation;
- (d) **“Bylaws”** - means all bylaws of the Corporation as amended from time to time and which are, from time to time, in force and effect;
- (e) **“Catchment Area”** - means the area in Toronto encompassed by the railway tracks north of Gerrard Street, the northern shore of Lake Ontario, and the centers of Jones and Woodbine Avenues;
- (f) **“Catchment Member”** - means a Member in good standing that resides in the Catchment Area and has voting rights to elect candidates for the Board;
- (g) **“Chair”** - means the chair of the Board of the Corporation;
- (h) **“Community Directors”** – means Directors who have been elected to the Board by the Members the Corporation or appointed to the Board by the Directors of the Corporation to fill a vacancy, the majority of which must reside in the Catchment Area;
- (i) **“Corporation”** - means Applegrove Community Complex (“Applegrove”);
- (j) **“City”** - means the City of Toronto; and **“Council”** means Toronto City Council;
- (k) **“Director”** - means an Individual occupying the position of Director of the Corporation by whatever name they are called;
- (l) **“Director’s Term”** - terms exist independently from the person filling them;
- (m) **“Ex Officio Director”** - is a Director who was not elected to the Board, but is on the Board by virtue of an office or position that they hold;
- (n) **“Individual”** - means a human person;
- (o) **“Meeting of Members”** means any meeting of members, whether annual or special; and **“special meeting of members”** means a special Meeting of all Members entitled to vote at an annual Meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue;
- (p) **“Member”** - An individual who is eligible and applied for membership at Applegrove Community Complex. If used without specificity, Member means both Catchment Members and Non-Catchment Members of Applegrove;
- (q) **“Non-Catchment Member”** - means a Member in good standing who does not reside in Applegrove’s Catchment;

- (r) **“Ordinary Resolution”** - means a resolution about the Corporation that is made by the Members and approved by not less than 50% plus 1 of the votes cast on that resolution;
- (s) **“Special Resolution”** - means a resolution about the Corporation that is made by the Members and approved by not less than two-thirds (2/3) of the votes cast on that resolution; and
- (t) **“Telephonic or Electronic Means”** - means any methods that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch-tone telephone system, computer or computer networks.

2 Meetings of the Board

2.1 Frequency and Format

- i. Normally the Board will hold its meetings on the premises of Applegrove at such times as it may determine, at least eight (8) times each year.
- ii. Usually the Board will meet immediately before or after the Board of Management.
- iii. The Board will establish a meeting schedule including the Annual General Meeting for the subsequent 12 months at the first Board meeting following the Annual Meeting and publish the schedule on the Applegrove website following its approval.
- iv. In the case that an extra Board Meeting is held that was not on the published annual meeting schedule, notice of the meeting shall also be provided in accordance with this Policy.
- v. Guests can address a Board meeting only with the permission of the Chair. The Board can set time limits for guests to speak at a Board meeting.

2.2 Special Meetings

- i. The Chair will call a special meeting of the Board upon the request of any four (4) Directors.
- ii. Board meetings may also be called by the Board Chair, Vice-Chair or any two (2) Directors at any time.

2.3 Location

- i. At the direction of the Chair, a Board meeting may:
 - (a) be held physically without telephonic or electronic participation;
 - (b) be held virtually/electronically; or
 - (c) be held physically but also allow for telephonic and/or virtual/electronic participation.
- ii. Generally, Board meetings will be held entirely in person or entirely via telephonic or electronic means.

2.4 Electronic Participation

Where a meeting is being held with telephonic or electronic participation:

- (a) notice of that Board meeting may not be posted at Applegrove, but, despite section 2.5, will be posted on the Applegrove website;
- (b) any Director participating in the meeting telephonically or electronically will be deemed present for the purposes of determine whether a quorum is present and, despite section 4.1, will have the right to vote on any business before the Board;
- (c) any Director participating in the meeting telephonically or electronically will be entitled to participate in any portion of the meeting closed to the public in accordance with section 2.6;
- (d) participants must be able to communicate with each other simultaneously and instantaneously during the meeting; and
- (e) this Policy will apply to the meeting, with any other minor modifications as may be required.

2.5 Notice

- i. Every Director will be notified at least seven (7) days prior to the proposed date of any Board meeting, in accordance with requirements for the Board of Management.
- ii. The requirement for notification will be waived if the Board meeting schedule is published on the Applegrove website in accordance with section 2.1.
- iii. Notice of all Board meetings will be posted:
 - (a) at Applegrove in a conspicuous place, stating the date, time, and location of the meeting and the general nature of the business to be carried out;
 - (b) on the Applegrove website; and
 - (c) for meetings held by telephonic, electronic or other technological means, will include instructions for attending and participating and, if applicable, voting by such means.
- iv. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

2.6 Open and Closed Meetings

- i. Meetings of the Board will be open to the public except for matters concerning personnel issues about an identifiable individual, real estate, security of property, advice that is subject to solicitor-client privilege or litigation, personnel matters about an identifiable individual, education or training of Directors, or other matters as outlined in section 190 of the City of Toronto Act, Municipal Freedom of Information and Protection of Privacy Act and/or other applicable legislation, as may be amended from time to time.
- ii. Before holding a meeting or part of a meeting that will be closed to the public, the Board must adopt a resolution approving a closed meeting and the general nature of the business to be considered at the closed meeting.
- iii. When the meeting resumes in public, any proposed motions must be moved and voted on in public.

2.7 Quorum

- i. Quorum for Board meetings will be a majority of the number of Community Directors specified in the Articles and/or Bylaws of the Corporation, notwithstanding any vacant positions.
- ii. If quorum is not achieved at the starting time for the meeting, the Chair shall wait for thirty minutes. If quorum has not yet been achieved, the Chair shall adjourn the meeting and attempt to re-schedule it before the next scheduled date.
- iii. It is the duty of the Chair to ensure that quorum is present when a vote is taken.
- iv. During the meeting, if a Director or staff person draws the attention of the Chair to the fact that a quorum is not present, the Chair shall, upon determining that a quorum is not present, ask the Directors then present whether they want to continue as a committee of the whole.

2.8 Voting

- i. At all meetings of the Board, only the Directors present will have the right to vote.
- ii. Upon the seconding of a proposed motion, Directors may cast one vote each.
- iii. A tie vote will result in the matter failing/not being adopted.

2.9 Minutes

- vi. The minutes of each Board meeting will be submitted to the Board for confirmation or amendment at its next meeting or as soon afterwards as is reasonable.
- vii. After the Board has confirmed or amended the minutes, the Board Chair and Secretary will sign them.

3 Officers of the Board

3.1 Selection

- i. The Board will elect and appoint a Chair, Vice-Chair, Treasurer and Secretary for a defined term at its first meeting following the Annual Meeting. These Officers must be Directors.
- ii. After the Executive Director passes probation, the Board will appoint them as an Officer.
- iii. The Board may establish other offices and positions as it deems necessary, and will prescribe the powers and duties of such Officers.
- iv. The Officers of the Board of Directors will be the same as those of the Board of Management.

3.2 Terms of Office

- i. The term for every elected Officer will be no more than two years.
- ii. In general, no Director may hold more than one office at any time. In extenuating circumstances however, the Bylaws allows this.
- iii. A Director may progress through the various elected offices.

3.3 Vacancy

- i. Vacancy in an office position will be declared upon:
 - (a) the death of an Officer;
 - (b) the resignation of an Officer;
 - (c) the removal of an Officer; or
 - (d) an elected Officer ceasing to be a Director.
- ii. The Board may appoint any other Director, except as provided for above, to fill the Chair, Vice-Chair, Treasurer and Secretary office vacancies, and the Director so appointed will hold office for the balance of the term of the previous Officer.
- iii. In the event of the absence of an elected Officer, the Board may delegate the powers and duties of such Officer to any other Director until the return to duty of the incumbent Officer.

3.4 Removal

- i. The Board may remove any elected Officer from an office at any time by a motion passed by a majority vote of the Board.
- ii. Appeal may be made to the membership as a whole, using the process for Special Meetings of Members set out in the Bylaws for the Corporation.

3.5 Duties of Officers

- i. The Chair will:
 - preside, when present, at all Meetings of Members and Board Meetings;
 - perform all the duties accompanying the office and any other duties assigned by the Board;
 - rule on procedural matters and ensure that motions and minutes are clearly expressed;
 - be an ex-officio member of all committees; and
 - serve as a designated Board signing Officer for banking and other relevant agreements that bind the organization, in line with Board Policy.
- ii. The Vice-Chair will:
 - assist the Chair;
 - have such other powers as are assigned to the Vice-Chair from time to time by the Board;
 - if the Chair is absent, act as Chair until the Chair returns to duty; and
 - if there is a vacancy in the office of Chair, serve as Chair for the balance of the term of person whose departure created the vacancy.
 - while acting as Chair, the Vice-Chair will have all the powers and perform all the duties of the Chair except being a signing Officer.

- iii. The Treasurer will:
 - have such powers and perform such duties as are usually vested in the office of Treasurer;
 - receive and examine, and present or cause to be presented to the Board, the Corporation's financial statements and budgets;
 - make recommendations to the Board concerning all aspects of Applegrove's financing and administration;
 - have such other powers as are assigned to the Treasurer from time to time by the Board; and
 - serve as a designated Board signing Officer for banking and other relevant agreements that bind the organization, in line with Board Policy.

- iv. The Secretary will:
 - issue or cause to be issued notices for all Meetings of Members and Board Meetings when directed or required to do so;
 - ensure that the minutes of all meetings of the membership and the Board are kept;
 - ensure minutes are provided at subsequent meetings of the Board for review and adoption;
 - manage and monitor the Board email address
 - have such other powers as are assigned to the Secretary from time to time by the Board;
 - serve as a designated Board signing Officer for banking and other relevant agreements that bind the organization, in line with Board Policy.

- v. The Executive Director will:
 - conform to all lawful orders given by the Board of Directors of the Corporation;
 - at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation.

All Officers, at the time they leave office, will turn all papers and documents of the office over to the incoming Officer.

4 Committees

4.1 Establishment

- i. The Board may establish Committees, appoint Committee members, and assign duties to the Committees as it may desire in Board Policy.
- ii. At the beginning of each Board term the Board, as soon as practicable, will confirm standing Committees, if any, and appoint the chairs of those Committees for a term as outlined in Board Policy.
- iii. Committees will operate within the terms of reference laid down by the Board.
- iv. There will be no Executive Committee.
- v. A Committee does not have authority to make a final decision and will provide its reports and recommendations to the Board for consideration.

4.2 Composition

- i. Committees will consist of at least two (2) persons and be chaired by a Director.
- ii. The Executive Director and the Board Chair are ex officio members of all Committees except as otherwise specified in the Committee's terms of reference.

4.3 Meetings

- i. At the direction of the Committee Chairperson a meeting will be held at such time as the Committee Chairperson may determine, and may:
 - (a) be held physically without telephonic or electronic participation;
 - (b) be held virtually/electronically; or
 - (c) be held physically but also allow for telephonic and/or virtual/electronic participation.

4.4 Participation

- i. Where a meeting is held by telephonic or electronic means, participants must be able to communicate adequately with each other during the meeting.
- ii. Meetings of every Committee will be open to the public, and will be managed in accordance with Section 2.6 of this Policy.

4.5 Notice

- i. Notice of every Committee meeting will be provided to members of the Committee prior to the date.
- ii. Notice may be either oral or written, and is not necessary when that Committee sets a regular meeting date.

4.6 Quorum

- i. Quorum for Committee meetings will be a majority of the persons appointed to the Committee.
- ii. No quorum is usually required for a Committee to meet. However, minutes of Committee meetings must specify who was in attendance so that the Board may know to what degree the Committee's recommendations reflect the will of the Committee's membership.
- iii. The Board may approve additional quorum requirements in Board policy through the Committee's Terms of Reference.

4.7 Voting

- i. At all Committee meetings, only the members of the Committee who are present will have a right to vote.

4.8 Vacancy

- i. The Board shall fill a vacancy on a Committee as soon as possible after it occurs.

5 Meetings of Members

5.1 Location

- i. At the direction of the Board Chair, a Meeting of Members may:
 - (a) be held physically without telephonic or electronic participation;
 - (b) be held virtually/electronically; or
 - (c) be held physically but also allow for telephonic and/or virtual/electronic participation.

5.2 Electronic Participation

Where a Meeting of Members is being held using telephonic or electronic means:

- (a) notice of that meeting may not be posted at Applegrove, but will be posted on Applegrove's website;
- (b) any member participating in the meeting telephonically or electronically will be deemed present and will have the right to vote where eligible; and
- (c) this Policy will apply to the meeting, with any other minor modifications as may be required.

5.3 Board Nomination and Election

- i. A Nominations Committee will be comprised of at least three individuals appointed by the Board. Generally, these will be Directors.
- ii. The Nominations Committee will:
 - (a) make Applegrove's membership and community aware of the nominating procedure at least fourteen (14) days in advance of the closing date for nominations.
 - (b) provide information on the nomination process to the community, stakeholders and other interested persons;
 - (c) inform prospective candidates about the application process and the responsibilities involved in becoming a Director;
 - (d) recruit and screen prospective candidates to confirm that they meet all eligibility criteria and support Board recruitment objectives;
 - (e) identify a shortlist of candidates to interview;
 - (f) attempt to submit a nomination list at least equal to the number of vacancies required to be filled at each Annual Meeting; and
 - (g) inform the Board about all eligible prospective candidates within 3 days of the close of the nomination deadline.
- iii. 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 using a form that includes:
 - (a) the name, address, occupation/skills of the nominee and any other information confirming that the person meets all eligibility requirements
 - (b) the name and address of the nominating Member
 - (c) the nominee's written consent to serve as Director

- (d) if submitted by a nominating member, confirmation that the person has the right to vote at the meeting of Members where an election is to be held i.e. is a Community Member
- iv. If the number of nominees is insufficient to fill the number of vacancies, or at the chairperson's discretion, the chairperson may request nominations from eligible voters at the Annual Meeting.
- v. The eligible nominees with the highest number of votes in an election conducted by secret ballot at the Annual Meeting will be elected Directors and their names forwarded to City Council for appointment to the Board of Management.
- vi. When holding an election for the Board, Members have a right to vote on a slate of nominees or to vote on Directors individually upon request.
- vii. The number of Directors must remain within the range set out in the articles. A change to the number of Directors requires:
 - a. a Special Resolution of the Members; or
 - b. Delegation of authority for such change to the Directors by a Special Resolution of the Members, then by a resolution of the Directors which must be approved by a two thirds majority.