

PARKS AND RECREATION ONTARIO

BY-LAW NO. 1

Last updated 2018

WHEREAS the Corporation was incorporated as a corporation without share capital under the *Corporations Act* (Ontario) by letters patent dated February 1, 1994;

AND WHEREAS the Corporation amended its letters patent by the filing of supplementary letters patent dated June 30, 1995;

BE IT ENACTED as a general operating by-law of the Corporation, replacing all previous by-laws and constitutional documents, that:

1. **DEFINITIONS AND INTERPRETATION**

1.1 **Definitions.** In this By-law:

- (1) **“Board of Directors”** means the board of directors of the Corporation;
- (2) **“Community of Practice”** means a designated category of common interest within the parks and recreation field, vocational or otherwise, in which Members express an interest and which has been so designated by the Board of Directors pursuant to Article VI;
- (3) **“By-law”** means By-Law No. 1 and "by-laws" means all of the by-laws of the Corporation;
- (4) **“Corporation”** means Parks and Recreation Ontario;
- (5) **“Director”** means a director of the corporation described in Article 7;
- (6) **“Letters Patent”** means the letters patent and any supplementary letters patent of the Corporation;
- (7) **“Meeting”** means an Annual General Meeting or Special General Meeting of the Members of the Corporation;
- (8) **“Member”** means a member of the Corporation described in Section 5.2; and
- (9) **“Officer”** means an officer of the Corporation described in Article 9;

1.2 **Gender.** In the by-laws, gender-neutral phraseology shall be employed.

2. **OBJECTS**

2.1 **Statement.** The primary objects of the Corporation shall be:

- (1) to promote to the public the value and benefits of parks and recreation;
- (2) to influence public policy and legislation affecting parks and recreation;
- (3) to provide professional development and information services to Members; and

- (4) to provide an opportunity for Members to address common issues and opportunities.

3. **HEAD OFFICE**

- 3.1 **Location.** The head office of the Corporation shall be in the Province of Ontario in such municipality as may be determined from time to time by the Board of Directors and set forth in the Letters Patent.

4. **SEAL**

- 4.1 **Seal.** The seal, an impression of which is stamped in the margin, shall be the corporate seal of the Corporation.

5. **MEMBERSHIP**

- 5.1 **Qualification.** Individuals or organizations having an interest in parks, recreation, leisure, research, therapeutic recreation, fitness, sport, facilities, aquatics, camping, the arts, culture, or related activities and supporting the objects of the Corporation may, upon acceptance of an application by the Board of Directors and payment of the required annual fees, be admitted to one of the categories listed in subsections 5.2(a) and (b), or may be appointed to membership pursuant to subsection 5.2(c). An organization must designate one person to serve as its representative. Membership may be suspended or terminated by resolution of the Board of Directors passed by a vote of 66.67% of the votes cast at a Board of Directors meeting considering the matter. Membership expires after one year unless it is renewed by payment of the required fees prior to expiry.

- 5.2 **Categories.** The categories of membership shall be:

(a) **Full Membership:**

A Full Member shall be entitled to attend and speak at all Meetings and may hold office or be appointed to committees. Each Full Member shall be entitled to one vote at all Meetings.

(b) **Associate Membership:**

An Associate Member shall be entitled to attend and speak at all Meetings and may not hold office. An Associate Member shall not be entitled to vote at Meetings.

(c) **Honorary Membership:**

An Honorary Member shall be an individual appointed for life by resolution of the Board of Directors and shall be entitled to all privileges and services of a Full Member. There shall be no annual membership fee for an Honorary Member.

- 5.3 **Other.** The Board of Directors may from time to time establish further benefits and privileges available to each category of membership as well as the annual fees payable with respect to each category.

5.4 **Termination of Membership.** Membership in the Corporation may be terminated by the Corporation at any meeting of the Board of Directors of which notice specifying the intention to consider and vote on such termination has been properly given to the Directors for the following causes:

- (1) non-payment of membership dues for more than ninety (90) days after the due date for payment; or
- (2) if in the opinion of the Board of Directors a Member has acted in a way that is prejudicial to the reputation or objects of the Corporation.

A vote by the Board of Directors to terminate a membership in the Corporation shall be deemed to have been conducted in good faith and in a fair and reasonable manner if the Member is given at least fifteen (15) days' notice prior to the termination taking effect and the Member is given an opportunity to be heard orally, or in writing, by the Chair of the Board before the date of the termination.

5.5 **Appeal.** There shall be an appeal available from any decision to cancel a membership. The Board of Directors shall establish in policy a procedure for such appeal. The decision of the Board hearing an appeal shall be final.

5.6 **Cease to be a Member.** A Member, when he or she becomes a paid staff of the Corporation, will relinquish membership in the Corporation.

6. COMMUNITIES OF PRACTICE

6.1 **Identification.** The Board of Directors may from time to time identify or designate Communities of Practice in order to enhance and provide special interest services required by the Members. Wherever possible, a Community of Practice will be represented in all aspects of the Corporation's organization and administration.

7. DIRECTORS

7.1 **Duties.** The management of the affairs of the Corporation shall be vested in the Board of Directors which shall do all things and perform all such acts as may be necessary to carry out the objects of the Corporation, for the proper conduct of the Corporation, or are required of directors by law. Without limiting the generality of the foregoing, the duties of the Board shall be:

- (1) to consider all agenda items and recommendations received in writing from Members;
- (2) to define the terms, conditions, rights and privileges of the classes of membership;
- (3) to recruit, appoint and supervise Chief Executive Officer of the Corporation;
- (4) to appoint, without restriction, such advisors as the Board of Directors may consider necessary for the conduct of the affairs of the Corporation and to define the duties, responsibilities, rights and privileges of all such appointments;
- (5) to appoint officers of the Corporation and direct them to do all things necessary to carry out the policies, functions and activities of the Corporation;

- (6) to enact such policies or rules or changes to policies or rules as may be required and as permitted by the by-laws;
- (7) to approve the annual budget;
- (8) to act in the best interests of the Corporation; and
- (9) to contribute toward achievement of the Corporation's mission consistent with the objects of the Corporation.

7.2 **Composition and Term of Office.** The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of twelve (12) Directors which number may be increased or decreased by special resolution of Members. A majority shall constitute a quorum for the transaction of business. Despite vacancies, the remaining directors may act if constituting a quorum. The Board of Directors shall consist of individual voting Members of the Corporation who are in good standing in accordance with the following:

- (1) at least half of the Directors shall have a significant connection to the parks and recreation sector;
- (2) subject to subsection 7.2 (3) below, each Director shall hold office for three years or until his/her successor shall be elected or appointed;
- (3) every second year one (1) Director will be elected for a four (4) year term to hold the office of Chair-Elect in the first year of his/her term, the office of Chair in the second and third years of his/her term and the office of Past-Chair in the fourth year of his/her term. In the other years, the post of Chair-Elect will remain vacant;
- (4) of the Directors who are not the Chair, Chair-Elect or Past Chair, four directors shall be appointed in year one and three directors appointed in each of years two and three; and
- (5) in filling the Board positions, the nomination process will reflect the diverse characteristics and needs of the organization.

7.3 **Chief Executive Officer.** The Chief Executive Officer of the Corporation shall be an ex-officio, non-voting member of the Board of Directors.

7.4 **Re-election.** A Director shall be eligible for re-election for a total of two additional three-year terms.

7.5 **Remuneration.** No Director shall receive remuneration for being a member of the Board of Directors. Directors may receive recompense for expenses properly incurred by them in the performance of their duties.

7.6 **Vacancy.** The office of Director shall be automatically vacated:

- (1) if a Director resigns his or her office by a written resignation delivered to the Chair of the Board of Directors;
- (2) he or she is found by a competent authority to be of unsound mind;

- (3) if he or she becomes bankrupt or suspends payment with his or her creditors;
- (4) if he or she ceases to be a person qualified to be a Director according to the provisions of this By-law;
- (5) if, by resolution passed by a three-quarters (3/4) vote of those present and eligible to vote at a Special Meeting of the Members of the Corporation called for that purpose, he or she is removed from office;
- (6) if he or she becomes a paid staff member of the Corporation; or
- (7) on the death of the Director.

7.7 **Filling a Vacancy.** The Board of Directors may appoint a Member to fill any vacant position on the Board for the balance of the term that would exist if the Director had been elected.

7.8 **Elections.** When an election is required, the following procedures shall be followed prior to and at a Meeting duly called for that purpose:

- (1) The Governance Committee shall be responsible for seeking nominations and conducting elections.
- (2) Prior to a Meeting:
 - (a) the Governance Committee will send a call for nominations to the Members at least 90 days prior to the Meeting at which the election will occur along with nomination forms and instructions;
 - (b) completed nomination forms must be received at the Corporation's head offices (either original or electronic copy) at least 60 days prior to the Meeting at which the slate of nominations will be presented for election;
 - (c) in finalizing the slate of nominees, the Governance Committee will take into account advice from the current Board of Directors and Members.
- (3) The Governance Committee shall put forward to the Meeting the slate of candidates proposed by the Committee. The slate of candidates will identify the offices to which each candidate will be appointed upon election to the Board of Directors.

7.9 **Number.** The Members may, by special resolution of 66.7% of the votes cast at a Meeting, change the number of Directors to be elected to the Board of Directors.

8. **MEETINGS OF THE BOARD OF DIRECTORS**

8.1 **Time and Place.** The Board of Directors shall meet at such times and places as it may determine but not less than four times per year.

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- 8.2 **Quorum.** A meeting of the Board of Directors at which a quorum is present shall be competent to transact any business of the Corporation. A quorum of the Board of Directors shall consist of a simple majority of Directors entitled to vote. If a quorum is not present, the meeting shall be adjourned and notice of the resumption of the meeting shall be duly given. Resolutions must be introduced at the next meeting following.
- 8.3 **Open Meetings.** All meetings of the Board of Directors shall be open meetings.
- 8.4 **Calling Meetings.** Meetings of the Board of Directors may be called by:
- (1) the Chair; or
 - (2) any two of the other Officers of the Corporation.
- 8.5 **Voting.** Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes, unless otherwise stated in the Letters Patent and/or by-laws of the Corporation. Each Director present at a meeting shall cast a single vote. All votes shall be by show of hands or by verbal vote or other similar means and not by a secret ballot.
- 8.6 **Meetings by Telephone or Other Electronic Means** The Board of Directors may meet by teleconference or by other electronic means that permits each director to communicate adequately with each other, provided that:
- (1) The directors of the Corporation have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled and the procedure for establishing quorum and recording votes;
 - (2) Each director has equal access to the specific means of communications to be used; and
 - (3) Each director has consented in advance to meeting by teleconference or other electronic means using the specific means of communication proposed for the meeting.
- 8.7 **Records.** The Board of Directors shall cause proper minutes and records to be kept at all board meetings and to preserve records of all business transacted by correspondence. Such records shall be circulated as may appear appropriate.
9. **OFFICERS**
- 9.1 **Designation.** The Officers of the Corporation to be appointed by the Board of Directors at a Board meeting immediately following the Annual General Meeting shall be:
- (1) the Chair, who shall be a Director;
 - (2) the President, who shall be a Director;
 - (3) the Treasurer, who shall be a Director to oversee the financial dealings of the Corporation and Chair the Finance and Risk Management Committee;
 - (4) the Secretary, who shall be a Director;

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- (5) the Past Chair, who shall be the Chair that has completed his or her term;
 - (6) the Chair-Elect, who shall be a Director and who shall become the Chair in the second year of his or her term;
 - (7) the Chief Executive Officer who shall be an employee of the Corporation; and
 - (8) such other officers as the Board of Directors may from time to time appoint.

9.2 **Vacancy - Chair.** Should the Chair-Elect choose not to assume the position of Chair of the Board of Directors, the current Chair may, with the approval of the Board of Directors, serve another year and the Board of Directors shall conduct a new election for Chair-Elect. If the current Chair does not choose to serve another term, the Board may appoint a Director to serve the last year of his/her existing term of office in the position of Chair. The Board of Directors may fill any position so vacated by a Director who assumes the position of Chair by appointing a Member to a special one-year term of office. In the event that no Director is appointed to act as the Chair, the Board of Directors shall conduct an extraordinary election to a one-year term of office.

9.3 **Chair.** The Chair shall:

- (1) preside at all meetings of the Corporation;
- (2) be an ex-officio member of all committees;
- (3) provide leadership toward the attainment of the mission of the Corporation.

9.4 **Past-Chair.** The Past-Chair shall undertake other specific duties as assigned by the Chair.

9.5 **Chair-Elect.** The Chair-Elect shall:

- (1) act if the Chair is unable to do so;
- (2) undertake specific tasks at the discretion of the Officers and/or the Board of Directors to support the objectives of the Corporation.

9.6 **Treasurer.** The Treasurer shall:

- (1) act as Chair of the Finance and Risk Management Committee;
- (2) arrange for the keeping of accurate accounts of all receipts and disbursements;
- (3) arrange for the disbursement of funds as approved by the Board of Directors;
- (4) arrange for the annual external audit of the financial records of the Corporation;
- (5) arrange for preparation of year-end financial statements and their presentation to the Annual General Meeting of the Corporation;
- (6) report to the Board of Directors at Directors' meetings on the financial affairs of the Corporation;

9.7 **Secretary.** The Secretary, working through the Chief Executive Officer will ensure that:

- (1) notices of meetings are distributed according to the By-law;
- (2) meeting agendas are distributed in proper order;
- (3) minutes of meetings are recorded, signed and copies distributed;
- (4) the records of the Corporation are properly maintained;
- (5) central files of the Corporation including minutes, documents and correspondence are maintained;
- (6) the seal of the Corporation is in proper custody;
- (7) the Letters Patent, by-laws, rules and regulations and policies of the Corporation are adhered to.

9.8 **Other Officers.** The Board of Directors shall determine the duties of other Officers of the Corporation from time to time.

10. **MEMBERS' MEETINGS**

10.1 **Annual General Meeting.** The Corporation shall hold an Annual General Meeting within 120 days of the financial year-end.

10.2 **Notice.**

- (1) Notice of the Annual General Meeting of the Corporation shall be given to Members in writing at least sixty (60) days prior to the date of such Meeting and shall be sufficient if placed in a publication of the Corporation mailed to the Members.
- (2) Notice of a Meeting other than the Annual General Meeting shall be given at least 30 days prior to the date of the Meeting and shall be sufficient if placed in a publication of the Corporation mailed to the Members.
- (3) Notice of a Meeting shall set out the business to be transacted and the purpose for calling the Meeting.

10.3 **Other Meetings.** Meetings of the Members of the Corporation shall be held at times and places to be determined by the Board of Directors. Other Meetings may be called on such other occasions as may be necessary by the Chair upon the request of the Board, or upon receipt of a petition signed by the greater of one-tenth of the Members entitled to vote at the Meetings or fifty Members. A Meeting shall have the authority to deal with any business of the Corporation presented at the Meeting.

10.4 **Voting.**

- (1) Each voting Member shall be entitled to cast one vote at all Meetings. Representatives designated by organizations that are voting Members shall cast votes on behalf of those Members.
- (2) All matters or resolutions shall require a simple majority of the votes cast at a Meeting. All votes shall be by show of hands unless a secret ballot is requested by any Member present and entitled to vote. In the case of a tie vote, a motion being considered shall be declared defeated.

10.5 **Quorum.** A quorum at a Meeting of the Members of the Corporation shall be twenty-five (25) Members participating and entitled to vote. If there is not a quorum at a Meeting of the Members, then the meeting shall be adjourned to such time and place as may be necessary to obtain a quorum.

11. **COMMITTEES**

11.1 **Delegates.** The Board of Directors may, by resolution, delegate responsibilities to committees consisting of such person or persons as are deemed fit and any committee so formed shall in the exercise of its powers, conform to all regulations or limitations that may be imposed on it by the board. The Board may similarly withdraw such delegation.

11.2 **Reporting.** All committees shall report to the Board of Directors.

11.3 **Standing Committees:** There shall be three (3) standing committees:

- (1) Executive Committee – composed of the Chair, the Treasurer, either of the Chair-Elect or Past-Chair and such other Directors as the Board may determine;
- (2) Governance Committee – composed of either of the Past-Chair or the Chair-Elect and such other Directors as the Board may determine; and
- (3) Finance and Risk Management Committee – composed of the Treasurer and such other Directors as the Board may determine.

12. **ADVISORY COUNCIL**

12.1 The Past-Presidents and Past-Chairs of the Corporation shall form the Advisory Council. The Advisory Council shall provide advice and direction to the Board of Directors. It shall convene meetings as its members may, from time to time, see fit upon notice from the Board Chair or from any two (2) Past-Presidents or Past-Chairs, but at least once per year.

13. **INDEMNITIES**

- 13.1 **Indemnification.** The Directors and Officers of the Corporation acting bona fide and in good faith shall be indemnified and save harmless out of the assets of the Corporation from and against any and all costs, charges and expenses sustained or incurred arising from any and all actions, debts, causes of action or claims advanced against them in connection with actions taken on behalf of the Corporation in the capacity of officer or director. The Board of Directors may obtain at the expense of the Corporation such directors' or officers' liability insurance as may appear prudent.

14. **BORROWING POWERS**

- 14.1 **Borrowing.** The Board of Directors may from time to time:

- (1) borrow money on the credit of the Corporation.
- (2) issue, sell or pledge securities of the Corporation.
- (3) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchise and undertakings to secure securities or any money borrowed or other debt or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Officer or employee of the Corporation or any other person to make arrangements with reference to the aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given thereof with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or made due by the Corporation as the Treasurer may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

15. **FINANCIAL MATTERS**

- 15.1 **Banking.** The banking business of the Corporation or any part thereof shall be transacted with such Canadian chartered bank(s) or trust company (companies) which is (are) a member of the Canadian Deposit Insurance Corporation or other firms or corporations whose deposits are similarly protected carrying on a banking business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on behalf of the Corporation by the Chair or such other person or persons as the Board of Directors may designate, direct or authorize from time to time by resolution.
- 15.2 **Modification of Obligations.** The Board of Directors may waive, extend or modify financial obligations due to the Corporation from any Member.
- 15.3 **Reports.** The Treasurer shall present the annual financial statements of the Corporation prepared by its auditors at the Annual General Meeting. The Treasurer shall present progress reports to the Board of Directors as required.

16. **EXECUTION OF DOCUMENTS**

- 16.1 **Execution of Documents.** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two officers or directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or other person or persons to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally or specific contracts, documents or instruments in writing.

The term “contracts, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignment of shares, stocks, bonds, debentures or other securities and all paper writings.

17. **FINANCIAL YEAR**

- 17.1 **Designation.** The fiscal year of the Corporation shall be from January 1 to December 31 inclusive.

18. **AUDITORS**

- 18.1 **Auditors.** The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation for report to Members who shall hold office until the next following Annual Meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The Directors shall fix the remuneration of the auditor if they are authorized to do so by the Members. The Members may by resolution passed by at least two-thirds of the votes cast at a Meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor’s term of office and shall by a majority of the votes cast at that Meeting appoint another auditor in such auditor’s stead for the remainder of the term.

19. **BOOKS AND RECORDS**

- 19.1 **Books and Records.** The Board of Directors shall ensure the keeping of proper and complete books of account and corporate records and shall ensure that copies are maintained at the head office of the Corporation as required by law.

20. **DISCRIMINATION**

- 20.1 **Prohibition.** Discrimination on the grounds of race, creed, color, national origin, political or religious affiliation, sex, sexual orientation, marital status, family relationship and disability is prohibited by or within the Corporation.

21. AMENDMENT OF BY-LAWS

21.1 **Procedure.** The Board may pass, repeal, amend or re-enact the By-laws of the Corporation from time-to-time. A By-law or repeal, amendment or re-enactment of a By-law passed by the Board has full force and effect:

- (a) from the time the motion was passed; or
- (b) from such other time, as may be specified in the motion, subject to subsection 21.2 below.

A By-law or repeal, amendment or re-enactment of a By-law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual or special general meeting shall refer to the By-law or repeal, amendment or re-enactment to be presented;

21.2 **Confirmation by Members**

The Members at the annual or at a special general meeting may confirm the By-law, repeal, amendment or re-enactment as presented or reject or amend it and, if rejected, it thereupon ceases to have effect and, if amended, it takes effect as amended. In any case of rejection, amendment or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve. In any case of rejection, amendment or refusal by the Members to approve a by-law or part of a by-law, no new by-law of the same or like substance has any effect until confirmed at a general meeting of the Members.

21.3 **Voting.** An affirmative vote of a majority of the votes cast at the Meeting considering a resolution shall be necessary to adopt an amendment of the by-laws.

22. RULES OF ORDER

22.1 **Rules.** On any procedural matter not dealt with in the by-laws or in the Letters Patent the Chair shall refer to and be guided by provisions of the most current edition of Canadian organizational rules of order, "Call To Order", by Herb Perry (Big Bay Publishing Inc., Owen Sound; 1984). All meetings of the Board of Directors or of the Members shall be conducted in accordance with the rules published therein.

23. INTERPRETATION

23.1 **Disputes.** Any dispute as to the interpretation of the Letters Patent and by-laws of the Corporation shall be referred to the Members at a Meeting and their decision shall be deemed final.