

TORONTO VEGETARIAN ASSOCIATION

BY-LAW NO. 1

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TORONTO VEGETARIAN ASSOCIATION

BY-LAW NO. 1

A by-law of the Toronto Vegetarian Association is enacted as follows:

Article 1 Name

The name of the Association shall be "Toronto Vegetarian Association", hereinafter referred to as "the Association". The Association shall abide by the definition of a vegetarian as someone who lives on a diet free of meat, fish and fowl or the flesh of any animals with or without the addition of dairy products, eggs or honey.

Article 2 Head office

The head office of the Association shall be in the municipality of City of Toronto, in the Province of Ontario, and at such place therein as the Board of Directors ("the Board") may from time to time determine.

Article 3 Corporate seal

The seal, an impression whereof is stamped on the margin hereof, shall be the corporate seal of the Association.

Article 4 Membership

1. Membership shall be unlimited in number.
 2. Except as otherwise provided, any individual, business or organization whose application is accepted and approved by or on behalf of the Board shall be a member of the Association provided the applicable membership dues are paid and continue to be paid. Membership categories and dues shall be established by the Board.
 3. Membership shall terminate when a member's dues are unpaid. Any member may be required to resign by a majority vote of the Board due to unpaid debts to the Association.
 4. The Board may, but only by an affirmative vote of two-thirds (2/3) of all Directors, remove any individual, business or organization, from membership for activity flagrantly contrary to vegetarianism or the objects of the Association, after attempting to communicate with the member and giving them an opportunity to explain.
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Article 5 General meetings of members

1. General meetings of the members shall be held at any place in the municipality of City of Toronto and on such day and at such time as the Board shall determine.
2. Twenty-one (21) days' prior written notice shall be given to each member of any members' general meeting. No error or accidental omission in giving notice of any members' general meeting shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may approve any or all proceedings taken thereat.

Article 5 **General meetings of members** (continued)

3. Twenty-five (25) members entitled to vote at meetings and present in person at a meeting shall constitute a quorum.
4. Each member sixteen (16) years of age or over and a member of the Association for a minimum of thirty (30) days prior to the general meeting and whose membership dues are fully paid at the time, is entitled to vote, except that a multiple natural person membership shall have at most two (2) of its members entitled to vote. Members entitled to vote must be present at the meeting in order to cast their vote.
5. (a) At all members' general meetings, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by the by-laws of the Association. The casting of votes, except for the election of Directors, shall be by a show of hands unless a ballot be demanded by any member. For questions other than the election of Directors, the chairperson, if they are otherwise entitled to vote at meetings, may vote only to break a tie; and if the chairperson does not then vote, or is not otherwise entitled to vote at meetings, the measure is lost.

 (b) In order to introduce any amendments to the bylaws at a General Meeting of members, thirty (30) days prior notice shall be sent to each member eligible to vote at the General Meeting.
6. At an annual general meeting of members, in addition to any other business that may be transacted, the financial statement shall be presented for approval by the members, reports of Officers shall be made, and a Board of Directors elected for the ensuing year.

Article 6 **Board of Directors**

1. The affairs of the Association shall be managed by a Board of Directors. The Board shall consist of eleven (11) Directors.
2. (a) All Directors must be members of the Association and vegetarians. Any Director who ceases to be a member of the Association or ceases to be a vegetarian shall be deemed to have resigned from the Board.

 (b) All Directors must have attained the age of majority (18 years of age).
3. Before becoming a Director, the individual must have been a member for at least the three (3) months immediately preceding the date of election or appointment and a vegetarian for at least the twelve (12) months immediately preceding the date of election or appointment.
4. (a) At each annual general meeting, all Board vacancies will be available to be filled by eligible candidates who are elected by eligible voting members. Board vacancies include both (1) all vacancies left by Directors who have completed their terms; and (2) all vacancies created by any other reason.

Article 6**Board of Directors (continued)**

4. (b) The terms of the Directors shall be staggered in accordance with the following provisions: At each annual general meeting, after vacancies have been filled by newly elected Directors, each newly elected Director shall be assigned to serve either a one-year term (expiring at the first annual general meeting after having been elected) or a two-year term (expiring at the second annual general meeting after having been elected). Five of the newly elected Directors (Election Cohort 'A') will be assigned to two-year terms. The remainder of the newly elected Directors (Election Cohort 'B') will be assigned to one-year terms. The assignment of newly elected Directors to Election Cohort 'A' or Election Cohort 'B' shall be random.
5. The Board shall call for nominations of the Directors at least forty-five (45) days before the annual general meeting at which the election shall take place. Nominations shall close twenty-one (21) days before the said annual general meeting, and any insufficiency of nominations shall be deemed to be vacancies. Nominations shall be in writing addressed to the Secretary within the time limit, and shall bear the nominee's signature as their consent to run.
6. Vacancies, however caused, may be filled by Board of Directors but only until the following Annual General Meeting, no matter how long the remaining term of the Director vacating his or her position.
7. (a) Members entitled to vote at meetings shall be entitled to vote for Directors not in excess of the number of directors to be elected.
(b) Any candidate shall have the right to appoint another member not a candidate to scrutinize all details of the election involving their candidacy.
(c) In the event of a tie for one or more Directors' positions, the members entitled to vote at meetings shall select from their number one who is not a tied candidate to act as chairperson, and the meeting shall then determine, subject to by-law provisions for voting at members' general meetings, the manner of resolving the tie; and such chairperson shall then assure the implementation of the resolution of the tie, provided that the resolution shall not be contrary to by-law provisions.
8. A Director's position shall be automatically vacated upon the happening of any of the following events:
 - (a) the Director ceases to be a member; or
 - (b) the Director ceases to be a vegetarian; or
 - (c) the Director is absent from three (3) consecutive Board meetings, including any duly called Board meeting not held for lack of quorum, without acceptable reason being given; or
 - (d) the Director resigns by providing a written resignation addressed to the Secretary; or
 - (e) the Director is found to be mentally incompetent; or
 - (f) the Director is bankrupt.

Article 6 **Board of Directors (continued)**

9. (a) The Board may, but only by an affirmative vote of two-thirds (2/3) of all Directors, remove any Director from directorship for activity flagrantly contrary to vegetarianism or the objects of the Association, after attempting to communicate with the Director and giving them an opportunity to explain.

Such actions taken by the Board shall be specifically itemized for membership review at the next annual general meeting.

9. (b) The members entitled to vote at meetings may, by a resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any member eligible to be a Director in their stead for the remainder of their term. The chairperson, if they are otherwise entitled to vote at meetings, shall have a vote on such resolution, but they shall not in any case be eligible to be a candidate in such election, if any, but they shall, if they are otherwise entitled to vote at meetings, have a vote in such election, if any.

Article 7 **Meetings of Board of Directors**

1. Meetings of the Board may be on any day, at any time and at any place, as determined by the Board, provided there shall be at least four (4) meetings per year of the Board, and provided further that before calling a Board meeting outside the City of Toronto, consent for the date, time and place for such meeting shall be obtained from at least three-quarters (3/4) of all Directors.
2. Seven (7) days' notice of any Board meeting shall be sent to each Director. No error or accidental omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may approve any or all proceedings taken thereat.
3. A majority of the full complement of the Board shall constitute a quorum.
4. Unless the immediate Past President is also a Director, they will not attend Board meetings unless invited by the Board, in which latter case they will not have a vote and will not count for quorum.
5. Questions arising at Board meetings shall be decided by a majority of votes of Directors present and if the chairperson is a Director, they shall have a vote. In a tie vote the motion shall be lost. The Secretary or other person so designated shall record the result for each vote and where demanded by any Director shall record how each Director voted. A Director holding more than one office shall have only one vote.

Article 8 **Officers**

1. The Officers of the Association shall be President, Vice President, Secretary, and Treasurer, and may include, at the Board's pleasure, the immediate Past President. Any two offices may be held by the same person except the President shall be neither the immediate Past President nor the Vice President.

Article 8 Officers (continued)

2. All Officers shall be appointed by the Board to hold office at the pleasure of the Board. The President and the Vice President must each already be and remain a Director and any other Officer may be a Director. The immediate Past President must be and remain a member. Such actions taken by the Board shall be specifically itemized for membership review at the next annual general meeting.
3. The Director serving as President shall not serve more than five (5) consecutive years in that capacity, apart from any time served as President prior to the annual general meeting in or around November 1995. They shall not serve as President again unless a minimum of one (1) year not serving as President has elapsed.
4. An Officer who is also a Director shall serve as Officer without remuneration or other compensation, except for reimbursement of reasonable expenses incurred.

Article 9 Duties of Officers

1. The President shall be the chief executive Officer of the Association and shall attend all members' general meetings and Board meetings. The President shall have the general and active management of the affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect.
2. The immediate Past President may serve in an advisory capacity to the Board and may undertake specific duties.
3. The Vice President shall assist the President and if the President is absent or disabled, perform the duties of the President.
4. The Secretary shall carry on the affairs of the Association generally, under the supervision of the Board. The Secretary shall, unless these duties have been assigned by the Board to a recording secretary, attend all members' general meetings and Board meetings, and act as clerk thereof, and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall assure that the records of the membership of the Association are maintained. The Secretary shall give or cause to be given notice of all members' general meetings and Board meetings, and shall perform such other duties as may be directed by the Board. The Secretary shall be the custodian of the seal of the Association.
5. The Treasurer shall have custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association. All monies, securities and other valuable effects in the name and to the credit of the Association shall be deposited by the Treasurer or his/her designate as specified by the Board in a chartered bank or trust company or, in the case of securities, with a registered dealer in securities, as may be designated by the Board from time to time. The Treasurer or his/her designate as specified by the Board shall disburse the funds of the Association only as may be directed by the Board or proper regulatory authority, ensuring that appropriate records are kept. These records shall be rendered to the Board whenever the Board may require them for an accounting of transactions and/or for preparing a statement of financial position. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Article 10 Execution of documents

Contracts, documents and any other instruments in writing that require signatures shall be signed by two Directors, including at least one of the President, Secretary, and Treasurer. However, the Board shall have the power from time to time to appoint a staff member and/or Director on behalf of the Association to sign specific contracts, documents and instruments in writing. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as abovementioned.

Article 11 Notice

For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the mailing address or electronic mailing address of the member, Director or officer shall be their last mailing address or electronic mailing address recorded on the books of the Association.

Article 12 Fiscal year

Unless otherwise ordered by the Board and approved by the appropriate regulatory authorities, the fiscal year-end of the Association shall be June 30.

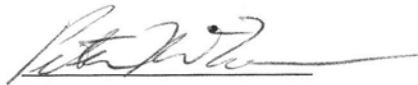
Article 13 Interpretation

In this by-law and in all other by-laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa.

ENACTED AND PASSED by the Board the tenth day of May, 2010.



Fraser Gibson, President



Peter McQueen, Secretary



CONFIRMED by the members of the Association the twenty-third day of June, 2010.