

Excerpt from TVA By-Law No. 1

Article 5 General Meetings of Members

Article 6 (clauses 1 – 7) Board of Directors

**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.
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.

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.