

Landlord's Self-Help Centre

**Bylaw No. 1**

(Updated Annual Meeting – October 17, 2024)

**1. DEFINITIONS**

In this bylaw,

- (a) “**Annual Meeting**” means the annual meeting of the members required by section 52(1) of ONCA;
- (b) “**Corporation**” means the Landlord's Self-Help Centre, a Legal Aid Ontario funded specialty legal clinic established by letters patent on August 17, 1977;
- (c) “**ONCA**” means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, as amended; and
- (d) “**small landlord**” means any landlord in Ontario who meets the following conditions:
  - (i) is a natural person over 18 years of age;
  - (ii) resides in Ontario;
  - (iii) owns three or fewer residential rental units in a single building that is also his or her primary residence; and
  - (iv) meets the applicable financial eligibility criteria for receiving clinical services from the Corporation as set out by Legal Aid Ontario.

**2. REGISTERED OFFICE**

The registered office of the Corporation shall be in the City of Toronto in the Province of Ontario and at such place therein as the directors of the Corporation may decide.

**3. SEAL**

The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

**4. FISCAL YEAR**

The fiscal period of the Corporation shall terminate on the thirty-first day of March in each year or on such other date as the Directors may by resolution determine.

**5. MEMBERSHIP**

- (a) Any small landlord who takes an interest in the affairs of the Corporation shall be

deemed eligible to be a member of the Corporation and is entitled to the rights and privileges attached thereto without the need to apply to the Corporation for membership or paying any membership dues, subject to paragraph 5(c) below.

- (b) In addition to the foregoing, all employees, officers, directors and active volunteers of the Corporation shall be deemed to be members of the Corporation.
- (c) Notwithstanding the above, the Board of Directors reserves the right to make reasonable inquiries and satisfy itself of the eligibility of any person to be a member of the Corporation and may consequently determine that an individual is not or is no longer eligible to be a member. A member who is subject to a potential determination that they are no longer eligible to be a members shall be given at least fifteen (15) days' notice of that potential determination with reasons and shall be given the opportunity to make a written submission to the Board not less than five (5) days before the determination is made.
- (d) Pursuant to section 50(1) of ONCA, the Board of Directors may terminate a person's membership if the board determines, acting in good faith, that it is in the Corporation's best interest to do so. A member who is subject to a potential determination under the preceding sentence shall be given at least fifteen (15) days' notice of that potential determination with reasons and shall be given the opportunity to make a written submission to the Board not less than five (5) days before the determination is made.
- (e) For greater certainty, the Corporation has only one class of members as described above notwithstanding the establishment of any program or service delivery model that provides differing levels service or recognition to classes of individuals or that facilitates the receipt of donations by the Corporation.

## **6. MEETINGS OF THE MEMBERSHIP**

- (a) The Annual Meeting shall be held during the month of September or such earlier month as the Board may decide in respect of the preceding fiscal year.
- (b) Notice of such meeting shall be given to every member for whom the Corporation has contact information at least fifteen (15) days and not more than fifty (50) days before the date of the meeting.
- (c) The Board of Directors may call a special meeting of the members for any purpose. The Board of Directors shall call a special meeting of the members upon the request of the members of the Corporation who hold at least 10 per cent of votes that may be cast at a meeting of the members. Notice of such

meeting shall be given to every member for whom the Corporation has contact information at least fifteen (15) days and not more than fifty (50) days before the date of the meeting.

- (d) A quorum for the transaction of business at any members meeting shall be ten (10) members.
- (e) As per section 53(4) of ONCA, a member may participate in any member's meeting by any electronic or telephonic means that enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the members is deemed to be present in person at the meeting.
- (f) A member may appoint a proxyholder and vote by proxy to the extent permitted by Part VI of ONCA, and the Corporation shall take reasonable measures to facilitate proxy voting by members.
- (g) The rules of procedure at any members meeting shall be the current edition of Robert's Rules of Order.
- (h) Every notice of an members meeting shall state the nature of business of the meeting and shall include an agenda.
- (i) The agenda of the Annual Meeting shall include items to:
  - (i) consider the financial statements;
  - (ii) consider the auditors report;
  - (iii) elect directors on the recommendation of the Board of Directors or a nominating committee appointed by the board;
  - (iv) appoint the auditor; and
  - (v) address any other matters properly brought before the meeting.

## **7. BOARD OF DIRECTORS**

- (a) As per section 21 of ONCA, a Board of Directors shall manage or supervise the management of the activities and affairs of the Corporation.
- (b) For greater certainty, the Board of Directors shall have the power to make and authorize expenditures on behalf of the Corporation and may delegate such authority by resolution to an officer or officers and/or the Executive Director of the Corporation.

- (c) The Board of Directors shall consist of ten directors each having one vote.
- (d) Each director shall hold office for a term of two years.
- (e) Directors may be re-elected upon the expiry of their term.
- (f) If an election is not held before a director's two-year terms expires, the director's term shall continue until they are re-elected or a successor is elected.
- (g) If there is a quorum of directors in office, vacancies on the Board of Directors, however caused, may be filled by ordinary resolution of the remaining directors for the balance of the unexpired term of the vacating directors.
- (h) The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- (i) The members of the Corporation may, by ordinary resolution at a special meeting, remove from office any director or directors. A vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed or, if a quorum of directors is in office, by a quorum of directors. a director appointed or elected to fill a vacancy holds office for the unexpired term of the director's predecessor.

**8. MEETINGS OF DIRECTORS**

- (a) Meetings of the Board of Directors shall take place a minimum of six times each year.
- (b) Four directors shall constitute a quorum.
- (c) Meetings of directors shall be governed by the latest version of Robert's Rules of Order as applicable to small boards and committees.
- (d) As per section 34(6) of ONCA, a meeting of directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means that permits all persons attending the meeting to communicate with each other simultaneously and instantaneously, and a director so participating in a meeting is deemed to be present at the meeting.

- (e) The Executive Director shall be entitled to notice of and to attend all meetings of the Board of Directors and its committees, except for *in camera* meetings or *in camera* portions of meetings;
- (f) Non-directors may be invited to attend meetings of the Board of Directors or its committees but are not entitled to vote thereat.

**9. COMMITTEES**

- (a) The Board of Directors may, by ordinary resolution, establish and dissolve standing or *ad hoc* committees of the board, appoint and replace the members and chairs of committees, and establish each committee's terms of reference.
- (b) Notwithstanding the foregoing, the Board of Directors shall establish an Executive Committee that is authorized to make urgent decisions (except those which pursuant to ONCA may not be delegated to a committee of Directors) in between regular meetings of the Board of Directors which shall be subject to ratification at the next board meeting.
- (c) Unless provided otherwise in the terms of reference of a committee,
  - (i) only directors may be appointed as committee members;
  - (ii) the President shall be an *ex officio* member of all committees; and
  - (iii) half of the members of a committee constitute quorum of the committee.

**10. OFFICERS**

- (a) The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary and such other officer established by the Board of Directors from time to time.
- (b) The officers of the Corporation shall be appointed for one-year terms following each Annual Meeting, but shall remain in office until a successor is elected.
- (c) A person ceases to be an officer upon his/her resignation or removal from office by the Board of Directors by ordinary resolution.
- (d) The **President** shall
  - (i) be deemed to be Board Chair unless the Board decides that another Director should be appointed as Board Chair; and, as such, shall

- preside at all members' meetings and meetings of the Board of Directors and he or she shall have the deciding vote in case of a tie;
- (ii) be ex-officio a member of all board committees; and
  - (iii) prepare and submit to the members at the Annual Meeting a statement and report of the preceding year.
- (e) The **Vice-President** shall
- (i) in the absence or disability of the President exercise the powers of the President and shall perform such other duties as shall be imposed upon the Vice-President by the Board; and
  - (ii) in the event both the President and the Vice President are absent or unable to act, the performance of their powers and duties shall be delegated to any other officer of the Corporation authorized by the Directors.
- (f) The **Secretary** shall
- (i) ensure that the Seal of the Corporation be kept secure in a safe place at the location of the Corporation;
  - (ii) attend all sessions of the Board and all meetings of the Members;
  - (iii) cause that all votes decisions are recorded and minutes kept of all proceedings and in books kept for that purpose;
  - (iv) give or cause to be given notice of all meeting of members and of the Board of Directors;
  - (v) shall maintain the bylaws and other constating documents of the Corporation; and
  - (vi) perform such other duties as may be determined by the Board of Directors or President.
- (g) The **Treasurer** shall
- (i) cause to be kept full and accurate account of receipts, disbursements and books belonging to the Corporation and deposits of all monies and other valuables made in the name and to the credit of the Corporation (and such depositories as may be designated by the Board of Directors)
  - (ii) ensure that proper books of account are maintained and such depositories shall be held in the name of Corporation;

- (iii) disburse the funds of the Corporation as directed by the Board taking proper vouchers for such disbursements,
  - (iv) render to the Board of Directors at regular meetings of the Board, or whenever they may require, an account of all transactions and the financial position of the Corporation;
  - (v) be designated as one of the signing officers of the Corporation; and
  - (vi) perform such other duties as may be determined by the Board of Directors.
- (h) In all cases of death, resignation, retirement or removal from office, all Corporation books, papers, vouchers, money, and other property of whatever kind in the possession or under the control of any officer of the Corporation and belonging to the Corporation shall be delivered forthwith to the Board of Directors.

**11. INDEMNITIES TO DIRECTORS AND OTHERS**

- (a) Every Director or officer of the Corporation shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation.
- (b) The Corporation shall not indemnify an individual under subsection 11(a) unless:
  - (i) the individual acted honestly and in good faith with a view to the Corporation's best interests; and
  - (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (c) The Corporation shall also indemnify any director in such other circumstances as ONCA or other law permits or requires and nothing in this bylaw shall limit the right of any person entitled to indemnity by law to claim indemnity from the Corporation.

**12. SIGNATURE AND CERTIFICATION OF DOCUMENTS**

- (a) Contracts, documents or other instruments in writing requiring a signature of the Corporation shall be signed by any two of the following:

- (i) President;
  - (ii) Vice President;
  - (iii) Treasurer; or
  - (iv) Executive Director or Senior Community Legal Worker, where authorized by resolution of the Board of Directors to do so.
- (b) The Directors shall have further power to appoint an employee or employees on behalf of the Corporation either to sign contracts, documents, and instruments in writing, generally or just sign specific contracts, documents, instruments in writing.
- (c) The Seal of the Corporation, when required, may be affixed to contracts, documents, instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.
- (d) The terms "contract, documents, or any instruments in writing" as used herein shall include cheques, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities and all paper writings.

**13. RULES, REGULATIONS AND POLICIES**

The Board of Directors may adopt such rules, regulations and policies not inconsistent with these bylaws relating to the operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next meeting of members of the Corporation when they shall be confirmed, and in default of confirmation at such Annual Meeting shall at all times, and from that time cease to have effect.

**14. WINDING UP**


Members of the Corporation shall have no interest in the property and assets of the Corporation; and upon dissolution or winding up of the Corporation, any funds and assets of the Corporation remaining after the satisfaction of its debt and liabilities shall be distributed to the recognized charitable organizations in the community served by the Corporation whose objects most closely accord with those of this Corporation as determined by its members at dissolution.



**15. TRANSITION**

The adoption of this bylaw by the members shall repeal, supersede and replace any previously adopted analogous bylaw.

ADOPTED BY THE MEMBERS ON THIS 17 DAY OF OCTOBER, 2024

  
\_\_\_\_\_  
Secretary

November 25, 2024  
\_\_\_\_\_  
Date