

Landlord's Self-Help Centre

BY-LAW Number 1

Be it enacted and it is hereby enacted as By-law No. 1 of Landlord's Self-Help Centre (hereinafter called the "Corporation"), repealing the current By-law No. 1 and replacing it herewith as follows: The Memorandum of Understanding (M.O.U.), issued by the Legal Aid Ontario's Clinic Service Office and accepted by the Board of Directors, shall be incorporated by reference as being part and parcel of By-law No. 1 and is appended hereto as appendix A.

1. **HEAD OFFICE**

The Head 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.

2. **SEAL**

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

3. **FISCAL YEAR**

The fiscal period of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Directors may by resolution determine.

4. **MEMBERSHIP**

- (a) A Landlord or suitable person who has taken an interest in the affairs of the Clinic may apply to the Board of Directors to become a member of the Corporation.
- (b) Persons may be admitted into membership upon payment of the current membership fee.
- (c) A member may withdraw by giving notice in writing to the Corporation.
- (d) A member may be expelled from the Corporation by a majority of the Board of Directors at any general meeting.
- (e) Members of the Corporation shall incur no financial obligation or liability of any kind by becoming a member save and except for the membership fee referred to below.
- (f) An annual membership fee is required of all members of the Corporation in an amount that shall be determined by the Board of Directors in its sole discretion.

- (g) The annual membership fee shall be waived for members who are active volunteers on any committee and for Board members.
- (h) Memberships in the Corporation are not transferable.
- (i) A membership terminates
 - (i) when notice of the Member's resignation has been given to the Corporation, or
 - (ii) when the Member is removed for failure to continue to qualify for membership.

5. **MEETINGS OF THE MEMBERSHIP**

- (a) The Annual Meeting of the members shall be held during the month of September or such other month as the Board may decide. Notice of such meeting shall be given to every member of the Corporation which notice shall be mailed fifteen (15) or more days before the date of the meeting.
- (b) The Board of Directors or the majority of the members of the Corporation may call a general or special meeting of the Corporation for any purpose. Written notice of such special meeting shall be given to each individual member, as set out in (a).
- (c) Subject to any interim provisions provided in the By-Laws, a quorum for the transaction of business at any general meeting of the Corporation shall be (5) five.
 - (i) A member may participate in the Annual Meeting and a general or a special meeting by means of such electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a member in such meeting by such means is deemed conclusively to be present in person at that meeting for the purposes of the *Corporations Act* and this By-law provided that at least five (5) members are present in person at the location of the meeting.
- (d) Each member of the Centre shall at all meetings of members be entitled to one vote and he or she may vote by proxy. The proxy need not be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from the member or members.
No member shall be entitled either in person or by proxy to vote at meetings of the Centre unless he or she has paid all dues or fees, if any, then payable by him or her.

Every question proposed at a Meeting of the Members is decided by a majority of the votes cast. In the event of a tie, the President may cast a second vote.

- (e) The rules of procedure at general meetings of the Corporation shall be the current edition of Robert's Rules of Order.
- (f) Every notice of an annual or general meeting shall state the nature of business of the meeting and shall include an agenda.
- (g) The purpose of the Annual Meeting is to:
 - (i) hear and receive the reports and statements of the Auditor and of any other person that the Directors required to make a report;
 - (ii) elect the Directors;
 - (iii) appoint the Auditor and fix his/her remuneration for the coming year;
 - (iv) address any other matters properly brought before the meeting.

And the above items (i) through (iv) shall be included in the agenda.

6. **BOARD OF DIRECTORS**

- (a) The affairs of the Corporation shall be managed by a Board of Directors which consists of 10 Directors each having one vote.
- (b) Four (4) Directors shall constitute a quorum. The quorum shall always be at least two-fifths of the Directors; therefore, in the event that the Board of Directors is increased, the quorum will be increased proportionately.
- (c) The process for board nominations includes the following:
 - a) The Board appoints a nominations committee.
 - b) The board nominations committee recommends to the board a slate of candidates guided by selection criteria.
 - c) The board approves the slate.
 - d) The board presents to members at the AGM its slate of candidates.
 - e) The members vote on the slate as presented.
- (d) It shall be the duty of the Board of Directors to supervise the activities of the Corporation to provide direction to the Executive Director and receive reports from him/her.
- (e) Each Director shall hold office for a term of two years. No more than one-third of the Board shall be retired at an annual meeting in any year. Any qualifying Director shall be eligible for re-election. If an election is not held at the proper time, the Directors shall continue in office until they are re-elected or their successors are elected.
- (f) If there is a quorum of Directors in office, vacancies on the Board of Directors,

however caused, may be filled by the Directors for the balance of the unexpired term of the vacating Directors.

- (g) The office of Director shall automatically be vacated:
 - (i) if by notice in writing to the Board of Directors of the Corporation he or she resigns his/her office;
 - (ii) if at any general meeting of the Corporation two thirds majority of the members present so decide that he/she be removed from office; or
 - (iii) if the Directors of the Corporation find that a Director has been excessively absent or has conducted himself or herself in a manner which is detrimental to the Corporation; provided that if any vacancies shall occur for any reason prior to an annual general meeting, the Directors may by resolution fill the vacancy with any person who could qualify as a Director at an annual meeting. The person so chosen shall hold office (subject to the provisions aforesaid), for the balance of the unexpired term of the vacating Director.
- (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) No Director shall be an employee of the Corporation.
- (j) Each Director shall be a Member of the Corporation.
- (k) When consideration is being given to electing a new Director, attention shall be given to the following factors:
 - a) past involvement in Landlord/Tenant matters;
 - b) past or present client of the Clinic;however, these considerations shall be exercised at the discretion of the Directors.
- (l) All Directors shall receive a copy of the Conflict of Interest guidelines, and shall indicate their understanding and acceptance of same.

7. MEETINGS OF DIRECTORS

- (a) Meetings of the Board of Directors shall take place a minimum of six times each year.
 - (i) If a majority of the directors present at or participating in the meeting consent, a meeting of the board or of a committee of the may be held by

means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present in person at that meeting for the purposes of the *Corporations Act* and this By-law.

- (b) The attendance of Directors at meetings of the Board of Directors shall be governed by the following provisions:
 - (i) The Board of Directors may adopt and modify a policy governing attendance at and absenteeism from meetings of the Board of Directors;
 - (ii) Directors shall comply with and be subject to the absenteeism policies of the Centre as adopted by the Board of Directors;
 - (iii) Despite subsection 7 (c) of this By-law, if a Board Member is absent from four (4) meetings of the Board in a 12 month period, then the Board of Directors may remove the Director from his/her office by a majority vote of the Directors attending the meeting at which there is a quorum and at which the issue of the Director's absenteeism is discussed provided that written notice to the director that the Board will be meeting to consider removing the Director from his/her office is given at least thirty (30) days before such meeting; and
 - (iv) If the Board removes a Director pursuant to clause (iii), then the office the Director so removed thereupon shall be vacated.
- (c) Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the President shall have the deciding vote.
- (d) The Directors may exercise all powers of the Corporation that are not required to be exercised by the members at general meetings pursuant to the Ontario Corporation Act or the By-laws. Directors shall furthermore have power to authorize expenditures on behalf of the Corporation and may delegate by resolution to an Officer or Officers and/or the Executive Director or designate such authority. This designation shall be reviewed at minimum, on an annual basis and preferably during the meeting following the Annual General Meeting. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.
- (e) The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.

8. **EXECUTIVE COMMITTEE**

(a) **Election of the Executive Committee**

The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer, who shall become members upon their election.

(b) **Powers of the Executive Committee**

The Executive Committee has all the powers of the Board of Directors during the intervals between the meetings of the Board, subject to ratification at the next Board meeting.

(c) **Quorum at a Meeting of the Executive Committee**

A majority of the Executive Committee is a quorum at a Meeting of the Executive Committee.

(d) **Minutes of the Meetings**

The Executive Committee shall record the minutes of its Meetings and present those minutes to the Board of Directors at its next meeting.

9. **GOVERNANCE COMMITTEE**

(a) Governance Committee Membership

The Governance Committee shall be comprised of all Board members.

(b) Powers of the Governance Committee

The Governance Committee shall deal with the following matters: funder relations, organizational policies, complaints, clinic performance, and programs and services to clients. The Committee shall collaborate with Legal Aid Ontario, clients and the community. The Committee shall periodically review all of the clinic's policies and guidelines to ensure that they are appropriate and that the clinic is adhering to them with a maximum three year refresh cycle.

(c) Quorum

Quorum shall be four members of the Committee.

(d) Minutes of Meetings

The Governance Committee shall record the minutes of any formal meetings, and said minutes shall be presented to the Board of Directors at its next meeting. In the event no such formal meeting is held, the Committee shall report on its activities at every Board meeting.

10. **HR-NOMINATING COMMITTEE**

(a) HR-Nominating Committee Membership

The HR-Nominating Committee shall be comprised of Board members and/or volunteers from the Clinic membership, and the Executive Director (ex officio).

(b) Powers of the HR-Nominating Committee

The HR-Nominating Committee shall address personnel-related issues, including but not limited to performance issues, personnel review policies and procedures, and job descriptions, Board recruitment, Board evaluation and succession planning.

(c) Quorum

Quorum shall be two members of the Committee.

(d) Minutes of Meetings

The HR-Nominating Committee shall record the minutes of any formal meetings, and said minutes shall be presented to the Board of Directors at its next meeting. In the event no such formal meeting is held, the Committee shall report on its activities at every Board meeting.

11. **PROGRAM DEVELOPMENT COMMITTEE**

(a) Program Development Committee Membership

The Program Development Committee shall be comprised of Board members and/or volunteers from the Clinic membership, and the Executive Director or Staff Representative.

(b) Powers of the Program Development Committee

The Program Development Committee shall deal with the following matters: liaison with the community, public relations, make recommendations for outreach work, receive and review outreach reports, monitor and measure public legal education initiatives. The Program Development Committee shall collaborate with clients, external stakeholders, and the community in general.

(c) Quorum

Quorum shall be fifty per cent of the Committee.

(d) Minutes of Meetings

The Program Development Committee shall record the minutes of any formal meetings, and said minutes shall be presented to the Board of Directors at its next meeting. In the event no such formal meeting is held, the Committee shall report on its activities at every Board meeting.

12. LAW REFORM COMMITTEE

(a) Law Reform Committee Membership

The Law Reform Committee shall be comprised of members from the Board of Directors and/or members from the Clinic Membership, and the Executive Director or staff representative.

(b) Powers of the Law Reform Committee

The Law Reform Committee shall advocate for reform of provincial legislation, municipal bylaws and the rules and procedures of the Landlord and Tenant Board in a manner that promotes the interests of LSHC members.

(c) Quorum

Quorum shall be fifty per cent of the Committee, and the Executive Director or staff representative.

(d) Minutes of Meetings

The Law Reform Committee shall record minutes of any formal meetings, and said minutes shall be presented to the Board of Directors at its next meeting. In the event no such formal meeting is held, the Committee shall report on its activities at every Board meeting.

13. IT COMMITTEE

(a) IT Committee Membership

The IT Committee shall be comprised of members from the Board of Directors and/or members from the Clinic Membership, and the Executive Director or staff representative.

(b) Powers of the Law Reform Committee

The IT Committee shall stay abreast of new basic technologies and emerging technologies within and outside of the corporation's specific industry; advise on long-term strategic goals:

- Supporting the use of technology within the corporation
- Improving / providing access to technology
- Supporting learning activities relating to technology

(c) Quorum

Quorum shall be fifty percent of the Committee,

(d) Minutes of Meetings

The IT Committee shall record minutes of any formal meetings, and said minutes shall be presented to the Board of Directors at its next meeting. In the event no such formal meeting is held, the committee shall report on its activities at every

Board meeting.

14. **Ad Hoc Committees**

The Board of Directors may strike Ad Hoc Committees.

15. **OFFICERS**

- (a) The Officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary and such other Officer as the Board of Directors may from time to time determine.
- (b) The Officers of the Corporation shall be appointed at the first meeting of the Board of Directors following each annual general meeting.
- (c) The Officers of the Corporation shall hold Office for a maximum of **two years** or until their successors are elected or appointed in their stead.
- (d) The Board may appoint such agents and engage such employees as it shall deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- (e) A person ceases to be an officer upon his/her
 - (i) resignation; or
 - (ii) removal.
- (f) An officer may be removed from office by a resolution passed for that purpose at a meeting of the directors.
- (g) Upon the vacancy of an Officer position, however caused, the Board of Directors may fill the position for the unexpired term of the vacating officer until the first meeting following the annual general meeting.

16. **DUTIES OF OFFICERS**

- (a) The President shall ensure that all orders and resolutions of the Board of Directors are implemented. The President shall be ex-officio a member of all committees. The President will prepare and submit to the Members at the annual meeting a statement and report of the preceding year for its approval. The President shall preside at all general meetings of the Corporation and meetings of the Board of Directors and he or she shall have the deciding vote in case of a tie.
- (b) The Vice-President shall 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. Should both the President and the Vice-President be 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.

- (c) The Secretary shall attend all sessions of the Board and all meetings of the Members shall cause that all votes decisions are recorded and minutes kept of all proceedings and in books kept for that purpose. The Secretary shall give or cause to be given notice of all meeting of Members and of Board of Directors. He or she shall keep an accurate list of members. The Secretary shall keep the By-laws current by recording all amendments and additions and shall perform such other duties as may be prescribed by the Board of Directors or President.
- (d) The Secretary shall ensure that the Seal of the Corporation be kept secure in a safe place at the location of the Corporation. The Secretary shall attend all sessions of the Board and all meetings of the Members and shall cause to be issued such correspondence as directed by those meetings. The Secretary shall perform such other duties as may be prescribed by the Board of Directors.
- (e) The Treasurer shall ensure the following:

The Treasurer shall 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). The Treasurer shall ensure that: proper books of account are maintained and such depositories shall be held in the name of Landlord's Self-Help Centre. The Treasurer shall disburse the funds of the Corporation as directed by the Board taking proper vouchers for such disbursements, and shall 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. The Treasurer shall be designated as **one** of the signing officers of the Corporation. The Treasurer shall also perform such other duties as may be determined by the Board.
- (f) 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.
- (g) The President may, with consent of any meeting, adjourn the same and no notice of such adjournment need be given to all of the Directors. Any business may be brought before or dealt with at any adjourned meeting which might have been decided at the original meeting in accordance with the notice calling for same.

17. **INDEMNITIES TO DIRECTORS AND OTHERS**

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless out of the Directors Liability Insurance from and against:

- (a) All costs, charges, and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about an action, suit or proceeding which is brought or prosecuted against him or her for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office;
- (b) All other costs, charges and expenses, which an Officer of the Corporation sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own wilful neglect. The Corporation shall also indemnify any director in such other circumstances as the Corporations Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from provisions of this by-law to the extent permitted by the Corporations Act or law.

18. **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: 1. President, 2. Vice-President, 3. Treasurer, or 4. Executive Director/Senior Community Legal Worker, where authorized by resolution of the Board of Directors to do so. 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. 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.
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.

19. **RULES AND REGULATIONS**

- (a) The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws 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 general meeting of members of the Corporation when they shall be confirmed, and in default of confirmation at such general meeting of members shall at all times, and from that time cease to have effect.

20. **RESOLUTIONS AND AMENDMENTS**

- (a) Unless otherwise specified herein, any resolution other than a special resolution shall be deemed passed if a majority present vote in favour of such resolution.
- (b) For all purposes of the Corporation, "special resolutions" shall mean a resolution passed by two thirds majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose a resolution as a special resolution has been duly given.

21. **INTERPRETATION**

In all By-Laws and Resolutions of the Corporation, the singular shall include the plural and the plural, the singular; the word "person" shall include firms and corporations; the masculine shall include the feminine. Whenever references are made in any By-law or any resolution of the Corporation or to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such By-Laws, statute or section thereof as the case may be.

22. **BOOKS AND RECORDS**

The books and records of the Corporation shall be open to the inspection by members at all reasonable times, upon reasonable notice at the office of the Corporation.

23. **WINDING UP**

It is the unalterable provision of this By-law that members of this Corporation shall have no interest in the property and assets of the Corporation; and that 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.

