

# **PITTSBURGH COMMUNITY BENEFIT FUND**

## **BY-LAWS**

### **CORPORATE SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of  
PITTSBURGH COMMUNITY BENEFIT FUND

### **PURPOSE**

2. As reflected in the Letters Patent of the Corporation, the purpose of the Corporation is to provide support, benefits and assistance to the residents of the Community by:
- (a) developing and fostering community spirit;
  - (b) promoting organized athletics, arts, recreation, education, civic emergency, social service and other community endeavours;
  - (c) promoting, developing and operating educational, recreational and athletic facilities and equipment within the community,

and undertaking such other complementary purposes not inconsistent with these objects.

*(Amended April 10, 2000)*

### **CONDITIONS OF MEMBERSHIP**

3. Membership in the Corporation shall be available to those persons over the age of 18 and residing in the community known formerly as Pittsburgh Township as defined by the geographic limits of the Township of Pittsburgh, County of Frontenac and Province of Ontario, existing on October 31, 1997 who are interested in furthering the objects of the Corporation. Persons meeting the above qualifications for membership shall be admitted as a member of the Corporation without delay or the necessity of further approval. *(Amended April 23, 2008)*

4. Any member may voluntarily withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation. Any member who ceases to qualify as a member of the Corporation in accordance with the provisions of Paragraph 3 shall immediately cease to be a member of the Corporation. *(Amended April 23, 2008)*
5. The first meeting of the members shall be held not later than six months following the issue of the Letters Patent of the Corporation. Each member may attend the Annual General Meeting (AGM) and Special General Meetings (SGM) of members and every member shall be entitled to vote at, in person or by proxy, and to receive notice, of such meeting. Every member shall be entitled to one vote.

#### **HEAD OFFICE**

6. The head office of the Corporation shall be in the municipality formerly known as the Township of Pittsburgh, now the City of Kingston, in the County of Frontenac and Province of Ontario.

#### **BOARD OF DIRECTORS**

7. The property and business of the Corporation shall be managed by a board of eleven directors, of which six shall represent a quorum. The Corporation may, by special resolution of the members, increase or decrease the number of its directors but, in any case, the Board shall consist of a fixed number of directors. *(Amended April 12, 1999)*
8. The applicants for incorporation shall become the first Directors of the Corporation until the first meeting of members. The first Directors shall be entitled to appoint additional directors from among the members to fill vacancies on the Board of Directors until the first meeting of the members.

9. Successors to the first directors shall include those persons elected through the municipal elections as District Councillors for the Districts 1 and 12 of the City of Kingston (following amalgamation), who must be residents of the community formerly known as Pittsburgh Township, as defined by the geographic limits of the Township of Pittsburgh, County of Frontenac, and the Province of Ontario, as it existed on October 31, 1997, if so appointed by the City of Kingston Municipal Council, six directors appointed by the Nominating Committee from among the applicants for incorporation and three directors elected by the members at a special meeting of members duly called for that purpose, within six months following the issuance of Letters Patent. Three of the six applicants appointed as directors, as determined by the Nominating Committee, shall hold office for a period of one year; the remaining three applicants for incorporation appointed as directors shall hold office for a period of two years; and the three directors elected by the members shall hold office for a period of three years, or, in each case, until a successor shall have been duly elected or appointed. Except for those persons appointed as directors as elected representatives from Districts 1 and 12, further successors shall hold office until the third annual meeting after election to office or until his or her successor has been duly elected and qualified. The two directors, who are the District Councillors for the amalgamated City of Kingston, shall hold office for the duration of their respective term of office as District Councillors or such shorter term as may be stipulated in their appointment by the City of Kingston Municipal Council. In addition to nominations for election brought forward by the Board of Directors, any member in good standing of the Corporation may nominate any other member for the office of director, provided all such nominations be made in writing and signed by the members who endorsed the nomination and be accepted in writing by the member or members so nominated. Such nominations and acceptances shall be filed with the Secretary no less than ten days before the annual general or special general meeting.

In the event there are additional nominations in excess of the number of directors to be elected or appointed, an election shall be held at the annual general or the special general meeting. Voting shall be by secret ballot. The chairman of the meeting shall appoint three scrutineers. If no additional nominations have been received in the manner herein provided for, the chairman of the annual general meeting or special general meeting shall declare the persons so nominated by the directors as duly elected.

*(Amended April 12, 1999, and April 18, 2011)*

10. The office of director shall be automatically vacated:

- (a) if a director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
- (b) if a director is found to have become of unsound mind;
- (c) if a director declares bankruptcy or suspends payment or compounds with his creditors;
- (d) if at the annual general meeting or a special general meeting of members a resolution asking to remove him of his duties is adopted by two-thirds of the members present;
- (e) on the death of the director; and,
- (f) if he ceases to be a member,
- (g) if an elected director misses three consecutive meetings of the Board of Directors without cause or is absent without cause from fifty per cent plus one (50% + 1) of meetings of the Board of Directors held in a calendar year, and if at a regular or special meeting of the Board of Directors, a resolution asking to remove the Director of his duties as a Director is adopted by two thirds (2/3) of the Directors present. Cause for absence in each case shall be approved by two thirds (2/3) vote of the Directors present at a regular or special meeting of the Board. Prior

to the vote, the director who is subject to removal shall receive notice of the meeting and proposed resolution in accordance with the notice provision of these bylaws and have the right to attend and address the Board of Directors;

provided that if any vacancy shall occur for any reasons in this paragraph, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation (*Amended April 24, 2006*)

11. Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors provided that fourteen days notice of such meetings shall be sent in writing to each Director, provided there shall be at least one meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of the Board of Directors may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Except as hereinafter provided, all meetings of the Board of Directors shall be open to all members of the Corporation. A meeting of the Board of Directors may be closed to the members of the Corporation if the subject matter being considered by the Board of Directors concerns:

- a. the security of the property of the Corporation;
- b. personal matters about an identifiable individual;
- c. the proposed or pending acquisition or disposition of land or other property of the Corporation;
- d. labour or employee negotiations;

- e. litigation or potential litigation, including matters before administrative tribunals;
- f. advice that is subject to solicitor-client privilege, including communications necessary for that purpose; or
- g. any other matter in respect of which the Board of Directors considers to be a confidential nature.

A meeting of the Board of Directors shall not be closed to members of the Corporation during the taking of a vote if the subject matter of the vote relates to matters referred to in (a) or (b) above. Before holding a meeting or part of a meeting that is closed to all members of the Corporation, the Board of Directors shall state by resolution:

- a. the fact of the holding of the closed meeting; and
- b. the general nature of the matter to be considered at the closed meeting.

*(Amended April 25, 2007)*

12. Provided that all Directors consent and, further provided that at least the majority of the Directors who are participating are physically located in Ontario, meetings of the Board of Directors may be held by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other.

13. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may by resolution of the Board of Directors be paid reasonable expenses incurred by him in the performance of his duties, and further provided that any member of the Board of Directors who is engaged in or is a member of a firm engaged in any business or

profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

14. At the first meeting of members, the Board of Directors then elected shall replace the provisional Directors named in the Letters Patent of the Corporation as provided for in Paragraph 7 hereof.

15. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Directors at the time of such appointment. It is the Board of Directors which determines, by resolution, the remuneration of all managers, officers, committee members, agents and employees of the Corporation.

## **COMMITTEES**

16. There shall be a Nominating Committee, whose function it is to make nominations for Directors. This Committee shall consist of three Members and the immediate past President, and shall be appointed by the Board of Directors. The immediate past President shall be Chair of the Nominating Committee. The first President of the Corporation shall act in place of the immediate past President on the Nominating Committee until a successor is appointed. The Nominating Committee shall report its nominations to the President at least five weeks prior to the Annual General Meeting. The President shall notify all members of the Nominating Committee nominations at least twenty-one days prior to the Annual General Meeting. *(Amended April 10, 2000)*

The Directors may provide for the creation of any Executive Committee and other Committees each of which will exercise the powers conferred upon it by the Directors. The Directors can revoke the appointment of any member of a committee by majority vote.

## **INDEMNIFICATION TO DIRECTORS AND OFFICERS**

17. With the exception of a legal suit brought by or on behalf of the Corporation, the Corporation must indemnify all present and past directors, officers and other employees of the Corporation and committee members, as well as the heirs and legal representatives of any such individual, from all costs, charges and expenses, including all sums paid to undertake a lawsuit or to comply in reason with a court decision, that such individual has reasonably incurred for any suit or procedure, of a civil, criminal or administrative nature in which the said individual was involved by virtue of the fact that he is or was a Director, officer or employee of the Corporation if:

- (a) he acted honestly and in good faith in the interests of Corporation; and
- (b) in the case of criminal or administrative suits or proceedings which lead to payment of a fine, he had serious reason to believe that he acted in accordance with the law.

## **POWERS OF DIRECTORS**

18. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

19. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the



Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

a. any funding of projects by the Fund outside the geographic limits of the former Township of Pittsburgh shall be brought to the membership at a general meeting for approval *(Amended April 23, 2008)*

b. any single expenditure by the Board, in excess of \$500,000 will require prior approval by the membership of the PCBF at a general meeting. *(Amended April 23, 2008)*

20. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation, including but not limited to owning life insurance policies.

## **OFFICERS**

21. The Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer and any other Officers as the Board of Directors may by resolution determine. Any two offices may be held by the same person except President and Vice-President.

## **DUTIES OF OFFICERS**

22. The President, or if absent, the Vice-President, shall preside at all Annual General Meetings and Special General Meetings, and meetings of the Board of Directors. In addition, the President shall exercise general supervision over the affairs of the Corporation. The President and Vice-President shall perform the duties generally pertaining to the offices, together with those prescribed by law.
23. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and, shall render to the President and Directors at the regular meeting of the Board of Directors or whenever they may require it, an account of all the transactions and a statement of the financial position of the Corporation. He shall also perform such other duties as may, from time to time, be directed by the Board of Directors.
24. The Secretary shall attend all Board Meetings, Annual and Special General Meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given, notice of all meetings of the members and of the Board of Directors and, shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. The Secretary shall be custodian of the seal of the Corporation, which shall be

delivered only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

25. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **EXECUTION OF DOCUMENTS**

26. Contracts, documents or any instruments in writing requiring the signatures of the Corporation, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power, from time to time, by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents, and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

## **MEETINGS**

27. The Annual or other General Meeting of the members shall be held at the head office of the Corporation or at any place within the City of Kingston as the Board of Directors may determine and on such day and time the said directors shall appoint but, in any event, the Annual Meeting of members shall not be later than 120 days following the year end of the Corporation. Other meetings of the members to be known as Special General Meetings, may be convened by order of the President or by the Board of Directors, or upon written request of no less than five members, to be held at any date and time and

at any place within the City of Kingston as determined by the Board of Directors, provide such meeting shall be convened not longer than 120 days of the date of receipt of the written request. The notice of Special General Meetings shall be in the manner as prescribed for the Annual General Meeting and shall contain sufficient information to permit each member to form a reasoned judgement.

28. At every Annual Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and a Board of Directors elected or appointed and auditors appointed for the ensuing year. The members may consider and transact any business, either special or general, at any meeting of the members. The Board of Directors or the President shall have power to call, at anytime, a General Meeting of the members of the Corporation.

29. Twenty-one (21) days prior written notice shall be given to each member of any Annual or Special General Meeting of members. Twenty-five (25) members present, in person, at a meeting shall constitute a quorum. *(Amended April 12, 1999)*

30. No error or omission in giving notice of any Annual or Special General Meeting or any adjourned meeting, whether annual or special, of the members of the Corporation 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 ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

## **PROXIES**

31. Every member entitled to vote at meetings of members may, by instrument in writing, appoint a proxy, who shall be a member, to attend and act at the meeting in the same

manner and to the same extent and with the same power as if the member were present at the meeting. Notice in writing given to each member of any Annual General or Special General Meeting of members shall contain a reminder of proxy right. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney authorized in writing and, if the appointer is not a natural person, under the hands of a representative duly appointed in accordance with this by-law or an attorney so authorized, but not under seal, and shall cease to be valid after the completion of the meeting for which it was authorized. The instrument appointing the proxy may be in such form as the directors may, from time to time, prescribe or in such other form as the Chairman of the meeting may accept as sufficient and shall be deposited with the Secretary of the meeting before any vote is cast under its authority or, at such earlier time or in such manner as the Board may determine.

32. Subject to the *Corporations Act* (Ontario), where a Notice of Meeting states that members may vote by mail ballots, the form of a ballot shall be attached to the Notice of Meeting and the Notice shall specify that the mail-in-ballots must be completed, signed by the member and received by the Secretary of the Corporation at the address specified in the Notice at least 72 hours before the meeting at which the member wishes to record his or her vote. Any votes received by mail ballot after that time shall not be counted for the purposes of the meeting. Unless a meeting is otherwise required, mail ballots may be used. *(Amended April 12, 1999)*

#### **MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEES**

33. The minutes of the Board of Directors or the minutes of the executive committee shall be available to the general membership of the Corporation upon request. Each member of the Board of Directors shall receive a copy of such minutes.

## **VOTING OF MEMBERS**

34. At all meetings of members of the Corporation, every question shall be determined by a majority of votes of only the members unless otherwise specifically provided by statute or by these by-laws. Any person who qualifies as a member of the Corporation in accordance with paragraph 3 of these by-laws at the time of the Annual or any Special General Meeting of members shall be entitled to attend and vote at such meeting.  
*(Amended April 23, 2008)*

## **PARLIAMENTARY AUTHORITY**

35. The FUND adopts and declares that Wainberg's Society Meetings including Rules of Order (latest edition) shall govern the affairs of the FUND and the conduct of all meetings, provided that any of the rules therein may be altered by an amending by-law passed in accordance with the letters patent or existing by-laws" *(Amended April 18, 2011)*

## **FINANCIAL YEAR**

36. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be December 31<sup>st</sup> in each year.

## **BY-LAWS AND AMENDMENT OF BY-LAWS**

37. The directors of the Corporation may pass by-laws not contrary to the *Corporations Act* (Ontario) or to the Letters Patent or any Supplementary Letters Patent, to regulate:

- (a) the admission of persons and unincorporated associations as members and as members by virtue of their office and the qualification of the conditions of membership;
- (b) the issue of membership cards and certificates;

- (c) the suspension and termination of memberships by the Corporation and the member;
- (d) the transfer of memberships;
- (e) the qualification of the directors and the directors by virtue of their office, if any;
- (f) the time for and the manner of election of directors;
- (g) the appointment, remuneration, functions, duties and removal of agents, officers and employees of the Corporation and the security, if any, to be given by them to it;
- (h) the time and place and the notice to be given for the holding of meetings of the members and of the board of directors, the quorum at meetings of members, the requirement as to proxies, and the procedure in all things at members' meetings and at meetings of the board of directors;
- (i) the conduct in all other particulars of the affairs of the Corporation.

A by-law passed in accordance with this paragraph 37 and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the members duly called for the purpose, is effective only when confirmed at the annual meeting of the members. The members may at the general meeting or the annual meeting confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation.

## **AUDITORS**

38. The members shall, at each Annual Meeting, appoint an auditor to audit the accounts of the Corporation to hold office until the next Annual Meeting, provided that the directors may fill any casual vacancy in the office of an auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

## BOOKS AND RECORDS

39. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## RULES AND REGULATIONS

40. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the members of the Corporation when they shall be confirmed and, failing such confirmation at such Annual Meeting of members, shall at and from that time cease to have any force and effect.

## INTERPRETATION

41. In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

**PASSED** by the Board of Directors and **SEALED** with the Corporate Seal this 9<sup>th</sup> day of December, 1997.

"Jack Hamilton"

\_\_\_\_\_  
President

"Gerry Coady"

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members of the Corporation at a meeting of the Members held on March 2, 1998.

"Jack Hamilton"

\_\_\_\_\_  
President

"Gerry Coady"

\_\_\_\_\_  
Secretary



The amendments of April 12, 1999, were approved by the directors and confirmed at a meeting of members held on April 12, 1999.

"Gerry Coady"

\_\_\_\_\_  
Gerry Coady, Secretary

"Ron Brown"

\_\_\_\_\_  
Ron Brown, Chair

The amendments of April 10, 2000, were approved by the directors and confirmed at a meeting of members held on April 10, 2000.

"Ron Brown"

\_\_\_\_\_  
Ron Brown, President

"Gerry Coady"

\_\_\_\_\_  
Gerry Coady, Secretary

The amendments of April 24, 2006 were approved by the directors and confirmed at a meeting of members held on April 24, 2006

"George Sutherland"

\_\_\_\_\_  
George Sutherland, President

"Anne Levac"

\_\_\_\_\_  
Anne Levac, Secretary

The amendments of April 25, 2007 were approved by the directors and confirmed at a meeting of members held on April 25, 2007

"John Uliana"

\_\_\_\_\_  
John Uliana, President

"Anne Levac"

\_\_\_\_\_  
Anne Levac, Secretary

The amendments of April 23, 2008 were approved by the directors and confirmed at a meeting of members held on April 23, 2008

"John Uliana"

\_\_\_\_\_  
John Uliana, President

"Anne Levac"

\_\_\_\_\_  
Anne Levac, Secretary

The amendments of April 18, 2011 were approved by the directors and confirmed at a meeting of members held on April 18, 2011

"John Wilson"

\_\_\_\_\_  
John Wilson, President

"George Sutherland"

\_\_\_\_\_  
George Sutherland, Secretary