



## AURORA HISTORICAL SOCIETY CONSTITUTION AND BY – LAWS

This Constitution was revised and adopted at the Annual General Meeting of the Aurora Historical Society on the evening of October 7<sup>th</sup>, 2024.

**NAME:** The name of this Corporation shall be the Aurora Historical Society, which is hereinafter called “the Society”.

**HEAD OFFICE:** The Head Office of this Corporation shall be in the Town of Aurora, Regional Municipality of York, in the Province of Ontario.

**DEFINITIONS:** In this by-law, unless the context otherwise requires:

- (a) “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “Adult” means a person 18 years of age or older.
- (c) “Board” means the board of directors of the Corporation;
- (d) “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (e) “Chair” means the chair of the Board;
- (f) “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (g) “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- (h) “Member” means a member of the Corporation;
- (i) “Members” means the collective membership of the Corporation; and
- (j) “Officer” means an Officer of the Corporation.

Other than as specified above, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

**OBJECTS:** The Objects of the Society are:

- (a) To promote the study, practice and knowledge of any phase of historical and archaeological research within the Town of Aurora;
- (b) To purchase, lease, hire or in exchange to acquire any real or personal property or any rights or privileges which the Society may deem necessary;
- (c) To operate, as may seem necessary for the display of historical materials, documents, pictures and artifacts, a museum and/or archival repository;
- (d) To enter into any arrangements with authorities, municipal or local or otherwise, that may seem to be conducive to the Society’s objects or any of them and to obtain from any such authority any rights, privileges and concessions which the Society may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (e) To do all such other things as are incidental or conducive to the attainment of the above objects.

## 1. MEMBERSHIP

1.1 Any person may become an Annual Member of the Society on paying the annual membership fee or by having a membership conferred upon them by the Board.

1.2 The annual membership fees are set at the discretion of the Board of Directors and may be reviewed annually. Annual Memberships include the following classes of memberships:

### Class A: Voting Memberships

#### (a) Individual

- i. May apply to any one (1) adult\* upon paying the annual membership fee for individuals, and shall be entitled to receive notice of, attend, and have one (1) vote at the Annual General Meeting and any General (Special) Meetings of Members. Individual members are eligible to stand for nomination for the Board of Directors.

#### (b) Family

- i. May apply to any two (2) adults, living at the same address, upon paying the annual membership fee for families, and shall be entitled to receive notice of, attend, and have two (2) votes at the Annual General Meeting and any General (Special) Meetings of Members. Family members are eligible to stand for nomination for the Board of Directors.

### Class B: Non-voting Memberships

#### (a) Student

- i. May apply to any one (1) person, who is enrolled in an educational institution, upon paying the annual membership fee for students, and shall be entitled to receive notice of and attend the Annual General Meeting and any General (Special) Meetings of Members. Student members do not have voting rights and are not eligible to stand for nomination for the Board of Directors.

#### (b) Honourary

- i. May be conferred at the discretion of the Board of Directors, and shall be entitled to receive notice of and attend the Annual General Meeting and any General (Special) Meetings of Members. Honourary members do not have voting rights and are not eligible to stand for nomination for the Board of Directors unless holding some other form of membership within the Society.

1.3 Life Memberships are no longer offered by the Society. Any person, who before 24 March 2021 was classified as a Life Member of the Society, shall be entitled to receive notice of, attend, and have one (1) vote at the Annual General Meeting and any General (Special) Meetings of Members. Life members are eligible to stand for nomination for the Board of Directors.

## **2. MEMBERSHIP FEES AND TERMINATION**

2.1 Annual membership fees shall be due on January 1<sup>st</sup> of each calendar year. Memberships expire on December 31<sup>st</sup>.

2.2 Any persons paying a membership fee for the first time after September 1<sup>st</sup> of any calendar year shall be deemed to have paid in full for the balance of the year of their joining and the next ensuing calendar year.

2.3 A membership in the Society is terminated when:

- (a) the member fails to pay the annual membership fees within one (1) calendar month of the membership renewal date, January 1<sup>st</sup>;
- (b) the member dies; or in the case of a member that is a corporation, the corporation is dissolved;
- (c) the member resigns by delivering a written resignation to the Board of Directors in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled or their membership is terminated in accordance with the by-laws (Section 2.5);
- (e) the Society is liquidated or dissolved under the Canada Not-for-profit Corporations Act (NFP Act).

2.4 Upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.

2.5 The board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society as determined by the Board of Directors in its sole discretion;
- (c) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

2.6 In the event that the Board determines that a member should be expelled or suspended from membership in the Society, the Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a

final decision and shall notify the member concerning such final decision within a further twenty (20) days' from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

### **3. MEETINGS**

- 3.1 The Annual General Meeting will be held once each calendar year, in February or at an alternative date and time set by the Board of Directors. All Class A members of the Society in good standing are entitled to attend, vote, and stand for nomination to the Board of Directors at the Annual General Meeting.
- 3.2 Meetings of the members and Board of Directors must be held within Ontario, and 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 at the direction of the Board of Directors.
- 3.3 The Society shall give notice of the time and place of a meeting of the members at least ten (10) days and not more than fifty (50) days in advance of the meeting, to:
  - (a) each member entitled to receive notice of the meeting;
  - (b) each director; and
  - (c) the auditor of the corporation or the person appointed to conduct a review engagement of the corporation.
- 3.4 At the Annual General Meeting, reports for the previous year shall be presented by the Chair, the Treasurer, whose report shall include an annual financial statement, and the chairs of the Standing Committees.
- 3.5 Voting by proxy will be permitted at all meetings of the Society on the advice and direction of the Board of Directors. A proxy form must be completed and submitted at least 48 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the members.
- 3.6 A General (Special) Meeting of Members may be called at the discretion of the Board of Directors, at a date and time set by the Board of Directors.
- 3.7 A General (Special) Meeting of Members may also be called if the Board of Directors receives a written request for such a meeting, signed by ten percent (10%) or more members of the Society in good standing. In this case, the meeting shall be called within thirty (30) days from the receipt of such a letter.
- 3.8 A General (Special) Meeting of Members shall be competent to entertain only the business for which it was especially called, the subject matter thereof to be stated in the notice calling the meeting.
- 3.9 No other item of business shall be included on the agenda for a General or Special Meeting meeting unless a Member's proposal has been given to the Society at least sixty (60) days prior to the date of the meeting in accordance with the Act, so that such item of new

business can be included in the notice of meeting. Proposals may be declined as outlined in Section 56.6 of the Act.

- 3.10 A quorum at the Annual General Meeting and any General (Special) Meeting of Members shall be a minimum of fifteen (15) Class A members of the Society in good standing. A quorum must be present for the business of the meeting. If a quorum ceases to be present during the business, the business may not proceed.
- 3.11 The Chair shall chair all meetings of the Board of Directors, the Annual General Meeting, and any General (Special) Meetings of Members.
- 3.12 In the absence of the Chair, the Vice Chair shall preside as Chair.
- 3.13 In the absence of both the Chair and Vice Chair at a meeting of the Board of Directors, those members of the Board present may elect by majority vote a member to preside who, for that meeting, shall assume the powers of the Chair.
- 3.14 In the absence of both the Chair and Vice Chair at Annual General Meeting or any General (Special) Meeting of Members, those members present may elect by majority vote a member to preside who, for that meeting, shall assume the powers of the Chair.
- 3.15 Voting at any meeting of the members or Board shall be by show of hands unless a ballot is demanded by a member or proxyholder entitled to vote at the meeting. A vote at a meeting of the members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.
- 3.16 In the event of a tie vote at any meeting, the Chair shall cast the deciding vote.
- 3.17 The Secretary shall take minutes of all meetings of the Board of Directors, the Annual General Meeting and any General (Special) Meetings of Members and present them at the following meeting for their correction and confirmation.

#### **4. BOARD OF DIRECTORS**

- 4.1 The Board of Directors of the Society shall be comprised of a minimum of three (3) to a maximum of nine (9).
- 4.2 Directors must be members in good standing of the Society and must sign a written consent form at the start of each term. Employees of the Society are not permitted to be Directors.
- 4.3 For meetings of the Board of Directors, a quorum shall be defined as 40% of Board members.
- 4.4 The composition of the Board of Directors of the Society shall be:
  - (a) Officers
    - i. Chair;
    - ii. Vice Chair;
    - iii. Treasurer, and

iv. Secretary

(b) Directors

- i. And up to five (5) additional Directors.

4.5 The Board shall appoint a Chair, Vice Chair, and Treasurer from among the Directors and may appoint any other person to be Secretary at the Board's first meeting following the Annual Meeting of the Society. The same person may hold two or more offices of the Society. The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the board may prescribe from time to time.

4.6 Election to the Board of Directors will follow the following procedure:

(a) When one (1) or more vacancies occur on the Board of Directors, the Nominating Committee shall:

- i. Solicit applications for nominations to fill any vacancy on the Board of Directors;
- ii. Review and assess each application for nomination, and;
- iii. Submit recommended nominees to the Board of Directors, no later than one month prior to the Annual General Meeting.

(b) The Board of Directors shall submit the recommended nominees to Annual General Meeting and/or a General (Special) Meeting of Members, for election to the Board of Directors.

(c) Nominations from the floor of the Annual General Meeting or a General (Special) Meeting of Members will not be accepted.

4.7 Officers shall be elected by a vote of the Board of Directors immediately following the Annual General Meeting. All members of the Board of Directors are eligible to be elected as Officers.

4.8 The term and tenure of those members elected to the Board of Directors shall be:

(a) Directors

- i. Are elected for a term of three (3) years, beginning on the date of election. At its discretion, the Board may extend the expired term for one (1) additional year for a total maximum of four (4) years.

(b) Officers

- i. Are elected for a term of three (3) years, which cannot exceed their term as Director without being re-elected as outlined in Section 4.7.

4.9 At the end of their term, a member of the Board of Directors may stand for nomination for a subsequent term, and are subject to Section 4.4.

4.10 A mid-term vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- (a) a quorum of Board members may fill a vacancy among the Directors.
- (b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a Special Meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

4.11 A Director may be removed from the Board of Directors:

- (a) By a resolution at a General (Special) Meeting of Members with 50%+1 of the votes or if the members pass a unanimous written resolution outside of a members' meeting.
- (b) The Director no longer qualifies to be on the Board of Directors.
- (c) The Director resigns or is deemed to have resigned.

A Director will be deemed to have resigned for any one (1) or more of the following reasons:

- (a) violating any provision of the articles, by-laws, or written policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion.
- (c) failing to attend (3) three consecutive Board meetings or (8) eight total Board meetings in a calendar year, without adequate explanation.

If a Director is deemed to have resigned due to one (1) or more of the reasons stated above, the Chair shall provide twenty (20) days' notice to the Director and shall provide reasons for the deemed resignation. The Director may make written submissions to the Chair in response to the notice received within such twenty (20) day period. If no written submissions are received by the Chair, the Chair may proceed to notify the Director that they are removed from membership on the Board of Directors. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Director concerning such final decision within a further twenty (20) days' from the date of receipt of the written submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

4.12 At the expiration of his/her term of office, each Director of the Board of Directors shall surrender to the Chair the files, lists and all other papers and objects in his/her possession which properly belong to the Society.

## **5. COMMITTEES**

5.1 Committees may be established by the Board as required. The Chair and members of the Committees shall be appointed at the discretion of the Board of Directors. If members of the Committee are not Directors, the Committee will act only in an advisory capacity to the Board.

- 5.2 Committees shall report regularly to the Board of Directors and shall conform to the policies set by it.
- 5.3 The Board of Directors will establish a Nominating Committee of three members, appointed at the discretion of the Board of Directors. The role of the Nominating Committee is outlined in Section 4.4(a).
- 5.4 The Chair shall be, ex officio, a member of all committees.
- 5.5 There shall be a Terms of Reference for each Committee.

## **6. FINANCES**

- 6.1 A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Society or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Society shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
- 6.2 No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Society as it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.
- 6.3 The Chair, Vice Chair and Treasurer shall be Trustees for the Society of its assets.
- 6.4 The Treasurer shall take charge of all membership fees, funds and donations and keep a correct account of the same, dispersing them under the direction of the Board of Directors. He/she shall be prepared to report at any regular meeting the state of the finances. All cheques for disbursement shall be signed by two (2) of the three (3) signing authorities consisting of: the Chair, the Vice Chair and the Treasurer.
- 6.5 The financial year of the Society shall end on December 31<sup>st</sup>. An auditor shall be appointed for the ensuing year at the Annual General Meeting.
- 6.6 No member of the Board of Directors of the Society is liable for the acts, receipts, neglect or default of any other member of the Board of Directors, or for any loss or expense happening to the Society through insufficiency or deficiency of any security in or upon which any of the moneys of the Society are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Society are deposited, or for any loss occasioned by an error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever, which happens on the execution of duties of his/her office, or in relation thereto, unless the same happens through his/her own dishonesty.
- 6.7 Every member of the Board of Directors, or Officer of the Society, and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against:



- (a) All costs, charges and expenses which he/she sustains or incurs in or about the execution of the proper duties of his/her office.
- (b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof authorized by the Board of Directors, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

## **7. BOOKS AND RECORDS**

7.1 The Society must keep the following records at their office, or digitally accessible from their office, for any member to review:

- (a) Articles, bylaws, and amendments
- (b) Minutes from board meetings, board committee meetings, member meetings, and member committee meetings
- (c) A list of directors, officers, and members going back 6 years including their names, start date, end date, addresses, and email addresses if they agree to receive documents electronically. The bylaws can ask the nonprofit to keep other information.
- (d) Suitable accounting records
- (e) A list of land interest ownership in Ontario.

7.2 A member or a member's attorney or legal representative who wishes to examine the register of members of the Society shall first make a request to the Society accompanied by a statutory declaration.

## **8. INTERPRETATION**

8.1 In all By-laws of the Society, the singular shall include the plural and the plural shall include the singular; the "person" shall include firms and corporations. Whenever reference is made in these By-laws to any section thereof, such reference shall be deemed to extend and apply to any amendment to the said section or re-enactment thereof, as the case may be.

## **9. AMENDMENTS**

9.1 No amendment shall be made to this Constitution or By-laws except at an Annual General Meeting or a General (Special) Meeting of Members, and no amendment shall be considered unless it has been submitted to the Board of Directors in writing at least one month prior to the Annual General Meeting or General (Special) Meeting of Members at which it is to be presented. A copy of any amendment so proposed shall be forwarded to each member with a notice concerning such meeting.

9.2 All By-laws heretofore passed relating to any of the matters herein contained or to any other matters are hereby repealed.

Amended by all the members of the Society present at the Annual General Meeting held on the 7 day of October 2024.

Geoffrey Dawe  
*Chair*

John Green  
*Secretary*