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GREATER BEACH NEIGHBOURHOOD ASSOCIATION

A not for profit corporation

authorized by Letters Patent granted February 13th, 2012 as number 1866910

By-Law One

1. DEFINITIONS:

- a. "Act" shall mean the Not For Profit Corporations Act, 2010 of the Province of Ontario as enacted and amended from time to time.
- b. "Board" means the board of directors of the Corporation and "Director" means a member of the Board.
- c. "Bylaws" mean these By-Laws and any other Bylaws of the Corporation as amended from time to time in force and effect and shall replace and default organizational bylaws.
- d. "Corporation" means the Greater Beach Neighborhood Association incorporated under Letters Patent without share capital.
- e. "Director" means the individual occupying the position of director of this Corporation.
- f. "Financial Year" shall mean the annual period that the corporation shall establish for accounting purposes.
- g. "Members" or "Member" shall mean those incorporated or unincorporated residence associations, neighbourhood associations and community associations as identified in these bylaws.
- h. "Officer" shall have the meaning prescribed by the Act.
- i. "Ordinary Resolution" means a resolution that a) is submitted to a meeting of the members of a corporation and passes at the meeting with or without amendment by at least a majority of the votes cast, or b) is considered by each member of the corporation entitled to vote at a meeting of members of the corporation or the member's attorney.
- j. "Special Resolution" means a resolution that; a) is submitted to a special meeting of the members of this Corporation duly called for the purpose of considering the resolution, and passed at the meeting with or without amendment by two thirds of the votes cast, or b) consented to by each member of the corporation eligible to vote at a meeting of the members of the corporation or the members attorney.

2. GEOGRAPHICAL AREA

- a. The Corporation's "primary geographical area" means that area in the City of Toronto bounded by Lake Ontario on the South, Coxwell Avenue on the West, the rail way corridor south of Danforth Avenue on the North, Victoria Park Avenue on the East.
- b. The Corporation's "Further graphical area" means that area in the City of Toronto including Ward 32 and adjacent or proximate areas where the vision and purposes may be fulfilled.

3. NAME and HEAD OFFICE

- a) The Name of the organization shall be as set out in the Letters Patent of the incorporation
- b) The Corporation may use the short form name or abbreviation GBNA and electronic name "www.GBNA-Toronto.com".
- c) Its head office shall be located at: 579 Kingston Road suite 111, Toronto., ON M4L 1R3 or as determined by resolution from time to time. The organization can establish other mailing addresses as it sees fit.

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4. MEMBERSHIP

Membership shall be open to all groups, organizations and associations interested in furthering the purposes of the Corporation. Membership in the Corporation shall comprise of those that have been admitted to membership either prior to or subsequent to these bylaws and who have not resigned or otherwise ceased to be members. There shall be two classes of membership, namely voting general membership and special non-voting membership as set forth in this section.

a. Current Voting General Members

There shall be one class of voting general membership which will be consist of the founding residents associations and the community associations as of the date of the Granting of Letters Patent:

- I. The Toronto East Beach Residents Association (Unincorporated)
- II. The Beach Triangle Residents Association (Unincorporated)
- III. The Friends of Glen Davis Ravine (Incorporated)
- IV. The Beach Waterfront Community Association (Incorporated)
- V. The Norwood Park Neighbourhood Association (Unincorporated)
- VI. Kew Beach Neighbourhood Association (Incorporated)

b. Additional Voting General Members

Other Incorporated and, or Unincorporated Neighborhood, Resident and Community Associations (in this section called “The Association”) located in the primary or further geographical area may apply and be added to the general membership providing that the Association has met each of the following conditions:

- I. It has been in existence for a period of 6 months, and
- II. It has communicated in writing their interest in participating with the Corporation, and
- III. It has agreed to abide by the by-laws and purposes of the Corporation
- IV. It has agreed to pay the membership dues as established from time to time, and
- V. It has completed any application process and identified in writing the participant to attend any special or annual meetings of the Corporation, and
- VI. It has been approved by the Board of the Corporation using its unfettered discretion, and
- VII. It has paid or agreed to pay its annual Membership dues.

The Board of Directors upon Written Resolution of the Board may approve the addition to Voting General Membership of the Corporation by a majority of the Board on being satisfied that the conditions of membership have been met. The Board at its discretion may chose to waive any of the criterion above in making such decision.

c. Voting

Voting General Members shall each have one vote as specified in the Act. The Corporation shall recognize any individual authorized by a member corporation or association and the individual

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may exercise all the powers of the member. Members may vote by proxy as set forth in the Act however can simply send an alternate individual to act on its behalf.

d. Annual Membership Dues

- i. Dues shall be determined by the Voting General Members annually to finance the reasonable operating expenses of the Corporation.
- ii. Annual Membership Dues are due at the commencement of each year.
- iii. The Board can waive or postpone dues in its discretion for special circumstances.

e. The Term of Voting General Membership

- i. The term of membership shall be 12 months commencing on January 1st of each calendar year and shall be automatically renewed providing that the annual dues are paid, or the member has not withdrawn.
- ii. Memberships are not transferable or assignable except by operation of law as set out in the Act.
- iii. Members can terminate Membership at any time by communication in writing. However no refund prorated or otherwise shall be refunded for the balance of the year.

f. Termination for Cause

- i. The Board may recommend at any Members Meeting termination of Voting General Membership with reasonable cause therefore in accordance with the provisions of the Act.

g. Special Non-Voting Membership

- i. The Board may invite individuals, incorporated or non-incorporated Associations to join as non-voting members to serve at the pleasure of the Board, to further the purposes of the Corporation.
- ii. Such members shall be eligible to attend the operational, special or general meetings of the Corporation but are not eligible to vote.
- iii. On matters of non-voting member attendance the Board may exercise its discretion.

5. MEETINGS

a. Voting

- i. Voting General Members are entitled to vote at Annual General Meetings and Special Members Meetings of the organization. To vote a General Member must have been a member in good standing for a minimum of one month prior to the meeting and recorded as such in the records of the organization
- ii. A majority of Voting General Members present in person or by proxy, and voting at the Special or Annual General Members Meeting duly called with appropriate notice, shall be sufficient for the resolution and decision of any business, save and except for amendments to the bylaws.
- iii. Voting shall be by a show of hands unless a member requests a ballot.
- iv. Meetings shall be held within the primary geographical area.

b. Notices of Meeting:

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Notice of the time, date and place of meeting of members shall be given to the members electronically by email or by ordinary mail at the address stipulated by the member. For annual meetings notice shall be given on or before 18 months following incorporation or 15 months after the preceding annual meeting. Special meetings may be called at any time by the Directors.

c. Annual Meeting

There shall be an Annual General Meeting within the provisions of the Act and in addition to any business that may be transacted, the General Membership present at the meeting of Greater Beach Neighborhood Association shall determine;

- a) Consideration of the financial statements
- b) Consideration of the audit or review engagement report
- c) An extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement,
- d) Election of directors
- e) Appointment or re-appointment of auditor as applicable

d. Special Meetings

Special Meetings may be held as deemed necessary by the Board of Directors, or upon written request of a member in accordance with the Act. A minimum of 3 days' notice shall be given.

e. Quorum

For a General Membership Annual or Special Meeting there shall be at least a majority of Voting General Members.

f. Proxy

The Board shall send out electronically a form of Proxy to every voting general member entitled to vote prior to any members meeting, which shall be effective only at the meeting for which it is given, and shall be signed and deposited with the Corporation 48 hours prior to the meeting if the voting member cannot attend. The proxy holder shall have the same rights as the member at the meeting.

6. BOARD OF DIRECTORS

a. Qualification

All Directors shall be individuals over the age of 18 years and eligible to serve as such within the terms of the Act. No elected representative to any level of Municipal or Provincial Government or to a Board of Education shall be eligible for election to the Board of Directors.

b. Numbers of Directors

The Corporation shall have at least three, and no more than 11 directors. All Directors shall be independent and shall serve the purposes of the Corporation. Nominees are not required to be a member of any Member Associations. The initial Board of Directors shall consist of six Directors and may be changed by Special Meeting of the Members.

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c. Selection

All Directors thereafter shall be elected by Voting General Members at the annual general meeting. There are no limitations to the number of Directors that may be nominated, and any Voting General Member can nominate more than one individual to serve. Individuals can volunteer to be nominated. A notice calling for nominations shall be sent out with notice of the annual general meeting and may be made up to the call of the vote. Nominations shall be filed with the secretary 5 days before the Annual General Meeting.

Directors shall be elected by ballot of the members present and voting or by proxy. All Directors must give their consent to stand for the Board.

d. Term

The newly elected Board of Directors will take office immediately following the adjournment of the Annual General Meeting. All Directors shall serve for a period of one year following their election to the Board, with their term expiring at the end of the subsequent annual meeting following their election, or until their successors are subsequently elected or appointed. A Director who is absent from three (3) consecutive meetings of the Board of Directors without reasonable cause as determined by the Board, will be deemed to have resigned from the Board of Directors.

e. Conduct

Every Director in exercising their duties to the Corporation shall act honestly and in good faith with the view to the best interests of the corporation and act in exercising the care diligence and skill that a reasonably prudent person would exercise in comparable circumstances and comply with the bylaws and the Act. Directors shall serve without remuneration.

No Director shall vote on any matter where they have a direct or indirect interest that may directly conflict with the by-laws or intention of this organization or a financial interest in the outcome of any matter arising for a vote of the Board. In all such circumstances the Director shall record their conflict and abstain from any vote. All Directors shall conform to the provisions of the Act.

f. Removal

The members may by resolution at any special members meeting called for such purpose, remove any Director from office for due cause and a vacancy created by the removal of any director may be filled by the members at the meeting the Director is removed.

g. General Duties

The Board of Directors shall be responsible for operating the Corporation in keeping with the purposes and vision of the organization and shall, notwithstanding the generality of the foregoing;

- Coordinate policy on behalf of the corporation and issue any communications regarding such policy.

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- Communicate information to member's respecting matters of concern to the membership.
- Shall represent the corporation with all levels of government for the purpose of educating government actions related to land use policy and development as it affects the community of the membership.
- Make appropriate connections with organizations and associations pertaining to the Corporation in keeping with the organizations vision and purposes with private sector and broader public sector.

h. Vacancies:

- i. The Board of Directors shall have the power by special resolution of the Board, to fill vacancies on the Board which occur between Annual General Meetings by appointment, provided that there is at all times a majority of the established number of directors able to act to fill the vacancies.
- ii. If a majority of the established number of directors is no longer available, an electoral special membership meeting shall be called for the purpose of electing replacement Directors.

i. Meetings

- i. Notice of Meeting may be given with 24 hours' notice electronically by email to the address set out by the Director. Any Director may waive notice.
- ii. A simple majority shall be required of the Board of Directors in order to hold any meeting, and a quorum of directors shall exercise all the powers of the board.
- iii. Directors must meet at least four times a year.
- iv. Meetings of the Board may be open to all Voting General Members and Special members However; notice of a Board meeting is only required to be given to Board Members.
- v. Directors may meet electronically or by telephone conference and all notices are deemed sufficient if sent by electronic mail where an electronic address has been supplied by the Director.

7. OFFICERS

- i. As soon as practical following the election of the Board of Directors, the Board shall meet to elect a Chairman of the Board, and all other officers of the organization including a President, Vice-President, Secretary, Treasurer and such other offices as the Board deems appropriate.
- ii. One person may hold more than one office provided that the President may not also be the Vice-President, Secretary, or Treasurer.
- iii. The Immediate Past President shall be an ex officio non-voting member of the Board. The officers shall serve a one year term or until their successors are appointed.

8. FINANCIAL

a. Year End

The fiscal year shall be December 31st in each year.

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b. Signing Officers

The signing officers for Greater Beach Neighbourhood Association shall be two of the President, Vice-President and/ or Treasurer, and any other officer holding office from time to time. All checks drawn upon the Corporation must be signed by two (2) signing officers, at least one of which must be either the President or the Treasurer.

c. Audit

The members at an annual meeting shall appoint an Auditor under provisions of the Act. In the alternative in accordance with the Act the Members may pass an extraordinary resolution to a) have a review engagement instead of an auditor not appoint an auditor and not to have an audit or review engagement in respect of the corporation's financial year providing revenues were under \$100,000. For purposes of this section and in compliance with the Act, an extraordinary resolution is submitted to a special meeting of the members duly called for consideration of such a resolution and passed by the members at a special meeting by at least 80% of the votes cast.

d. Financial Statements

Annual Financial Statements whether prepared by an auditor or by review engagement or other person shall be placed before the Board of Directors for approval in accordance with the Act, and shall be evidenced as approved by one director's signature before placing them before the General Members for acceptance.

AMENDMENTS

- i. The Directors shall by resolution, make, pass, repeal or amend this or any other by-law, except where prohibited under special provisions of the Act, affecting the affairs or activities of the corporation.
- ii. Any bylaw so approved shall submit the bylaw to the next meeting of the General Voting Members which may confirm, reject or amend the bylaw by ordinary resolution.
- iii. Members may propose a resolution at any annual meeting that creates, amends or repeals a bylaw.
- iv. The by-law takes effect as of the date of the Directors Resolution approving them.
- v. The Letters Patent may be amended under provisions of the Act.

9. RECORDS

The corporation shall maintain the following records containing;

- a) The articles and by-laws and amendments to them
- b) The minutes of the meeting of members and committees if any
- c) The resolution of the Members or of any committee of members
- d) The minutes of the meetings of Directors and any committees

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- e) The resolutions of the directors and of any committees
- f) A register of directors
- g) A register of officers
- h) A register of members
- i) Accounting records

The place of record keeping shall be in the head office or as determined by resolution of the board. The records may be deemed posted and available to Members if posted on the organizations web site, and may be made available on reasonable request.

This Bylaw passed the 17 of December 2012
At a duly constituted meeting of the Board of Directors
Entered: January 5th, 2013
Authorized signature

GREATER BEACH NEIGHBOURHOOD ASSOCIATION

A not for profit corporation under Letters Patent granted February 13th, 2012 as number 1866910

VISION AND PURPOSE STATEMENT

Whereas; the Greater Beach Neighbourhood Association will be governed pursuant to the legislation for a Not For Profit Corporation of the Province of Ontario with objects of that of a Residents Association.

Whereas; the initial incorporators of the company and the residents as founding Members wish to set out their organizational structure and proposed by-law.

A. The Vision:

The vision of the Greater Beach Neighbourhood Association is an organization constituted for the purpose of furthering and protecting the common interests of its Members relating to land use planning in the defined area, including public and private land, and related matters.

B. Purposes:

Without limiting the wider purposes of a Residents Association the focus and purpose of establishing and operating of an organization for the purposes of:

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- a) Assuring that development of property in the defined area takes place in accordance with applicable planning regulations, policies, instruments and good planning practices and respects the character and heritage of the defined area;
- b) Providing support, education and assistance to existing/new Neighbourhood and Residents Associations, individual residents and the community at large;
- c) Collaborating with Neighbourhood and Residents Associations, individual residents & the community at large in planning matters including representation before tribunals and legislative and regulatory bodies;
- d) Researching and monitoring development activities within the defined area;
- e) Bringing awareness to Neighbourhood and Residents Associations, individual residents & the community at large with regards to development and planning activities affecting the defined area;
- f) Providing an open forum for all Neighbourhood and Residents Associations, individual residents & the community at large of the defined area to participate in the future development and planning activities in the defined area;
- g) Collaborating with other likeminded organizations on the strategic direction of Planning legislation and policy

Other Objects which may be considered

- a) Working in concert with Toronto and East York Community Council and City of Toronto Council to implement best practices in the application of planning regulations, policies and instruments;
- b) Engaging with developers in a positive and constructive fashion to ensure that the project(s) fit within the planning regulations, policies and instruments applicable to the Beach preserving its character and heritage;
- c) Assisting with funding activities in support of the above objects

*This Statement passed the (_15_) of (_March_) 2012 Entered: same date
Authorized signature*

Secretary