



**SWANSEA  
TOWN HALL  
COMMUNITY CENTRE**



**Swansea Town Hall Association & the Swansea Town Hall Community Centre**

**Annual General Meeting  
Thursday, May 16<sup>th</sup>, 2024 at 7:30 P.M.  
Rousseau Room, Main Floor  
95 Lavinia Avenue, Toronto, M6S 3H9**

**This is a *hybrid* meeting.** To attend *via zoom* please register with [frontdesk@swanseatownhall.ca](mailto:frontdesk@swanseatownhall.ca) by Thursday, May 9th to receive the link.

## **Guest speaker Helen Mills of Lost Rivers**

**The Proposed Agenda for this meeting is:**

1. Approve the minutes from the 2023 AGM
2. To receive the 2023 annual report\*
3. To receive the 2023 Audited Financial Statements from the STH Board of Management\*
4. To approve the STHA 2023 Financial Statements\*
5. To amend the Association Constitution \*\* and Town Hall By-Laws
6. To Elect directors to the Board of Directors (who in turn become nominees for appointment to the Board of Management provided they have met the qualifications for appointment set out by the City of Toronto)
7. To elect advisors to the Board of Directors
8. To conduct other business

Everyone is welcome to attend the hybrid meeting

To vote at the AGM you need to be a STHA member in good standing in 2024

\*The Annual Report and other meeting materials will be available May 1, 2024 at the Town Hall Front Desk and on [www.swanseatownhall.ca](http://www.swanseatownhall.ca)

\*\* Constitutional Amendments will be available to view at the Town Hall Front Desk on April 16, 2024



AN AGENCY OF THE  
CITY OF TORONTO



## Minutes of the Annual General Meeting of the Swansea Town Hall Association (STHA) & Swansea Town Hall Thursday, May 18, 2023 @ 7:30 pm

Meeting called to order at 7:35 p.m. at the Swansea Town Hall

1. **Land Acknowledgement:** Chair of the Board of Management read the following Aboriginal Land Acknowledgement on behalf of the Swansea Town Hall:  
*"We acknowledge the land we are meeting on is the traditional territory of many nations including the Mississaugas of the Credit, the Anishnabeg, the Chippewa, the Haudenosaunee and the Wendat peoples and is now home to many diverse First Nations, Inuit and Métis peoples. We also acknowledge that Toronto is covered by Treaty 13 with the Mississaugas of the Credit."*
2. **Welcome from the President of the Association:** W. Roberts, President of the Association, welcomed the assembled meeting.
3. **Welcome from the Chair of the Board of Management:** J. Slaughter, Chair of the Board of Management welcomed those assembled.
4. **Approval of Agenda:** R. Hamilton moved approval, seconded by B. Futz.  
**CARRIED**
5. **Declarations of conflict of interest:** None
6. **Minutes of the Annual General Meeting:** S. Zalepa moved to approve the minutes of the May 19, 2022 AGM, seconded by J. Montgomery.  
**CARRIED**
7. **Comments from Elected Officials:** MPP Bhutla Karpoche, Ward 4 City Councillor Gord Perks and MP Arif Virani individually addressed the assembly.
8. **Reports from the Swansea Town Hall Association Board of Directors:**
  - a. **J. Anderson presented the STHA Balance Sheet and Income Statement as at December 31, 2022.**  
J. Anderson moved to adopt the 2022 Swansea Town Hall Association unaudited financial statements, Seconded by R. Hamilton.  
**CARRIED**



- b. Membership Report:** W. Roberts reported that there are currently 32 paid memberships. **J. Slaughter moved to adopt the membership report, Seconded by K. Roumanis. CARRIED**
- c. Proposed Amendments to Constitution and Governing By-Law:** **J. Anderson presented the proposed amendments to STHA Constitution. Moved by J. Anderson, Seconded by A. Morton. CARRIED**  
**J. Anderson presented the proposed amendments to the Governing By-Law. Moved by J. Anderson, Seconded by M. Bharagava. CARRIED**  
**J. Anderson presented the proposed amendments to Procedural By-Law. Moved by J. Anderson, Seconded by K. Roumanis. CARRIED**
- d. Nominating Committee Report:** Nominating Committee recommended to reappoint R. Hamilton and appoint the following people to join the Board of Directors of the Association and the Board of Management: R. Gokhale, A. Hazard, M. Netzel and M. Peddle
- e. Election for vacancies of the Board of Directors:**  
**J. Slaughter moved to approve these persons for appointment, Seconded by S. Zalepa. CARRIED**  
**J. Slaughter moved to forward the names of nominees to Toronto and East York Community Council for appointment to the Board of Management, Seconded by S. Zalepa. CARRIED**
- f. Nomination and Election of Advisors to the Board of Management:**  
**B. Futz moved that S. Zalepa and G. Dunphy be re-appointed as Advisors to the Swansea Town Hall Association Board of Directors, Seconded by R. Hamilton. CARRIED**
- 9. Reports from the Swansea Town Hall Board of Management**
- a. 2022 Balance Sheet and Income Statement (Audited)**  
The financial statements were received for information.
- 10. Other Business: None**
- 11. Adjournment:** At 8.12pm **S. Zalepa moved adjournment of this Annual General Meeting, Seconded by K. Roumanis. CARRIED**



Financial statements

Board of Management for the  
Swansea Town Hall Community Centre

December 31, 2023

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**Management's responsibility for the financial statements**

The financial statements of the Board of Management for the Swansea Town Hall Community Centre (the "Centre") are the responsibility of management and have been approved by the Board.

The financial statements have been prepared in compliance with the Canadian public sector accounting standards for government not-for-profit organizations, including the 4200 series of standards, established by the Public Sector Accounting Board (PSAB) of the Chartered Professional Accountants of Canada. A summary of the significant accounting policies are described in Note 2 to the financial statements.

The preparation of the financial statements necessarily involves the use of estimates based on management's judgment, particularly when transactions affecting the current accounting period cannot be finalized with certainty until future periods.

The Centre's management maintains a system of internal controls designed to provide reasonable assurance that assets are safeguarded, transactions are properly authorized and recorded in compliance with legislative and regulatory requirements, and reliable financial information is available on a timely basis for preparation of the financial statements. These systems are monitored and evaluated by management.

The Board of Management is responsible for ensuring that management fulfills its responsibilities for financial reporting. The Board reviews the Centre's financial statements and discusses any significant financial reporting or internal control matters prior to the approval of the financial statements.

The financial statements have been audited by Grant Thornton LLP, independent external auditors appointed by the City of Toronto's City Council, in accordance with Canadian generally accepted auditing standards. The accompanying Independent Auditor's Report outlines their responsibilities, the scope of their examination and their opinion on the Centre's financial statements.

  
\_\_\_\_\_  
-146A227F204244B... Chairperson

DocuSigned by:  
  
\_\_\_\_\_  
-DB0B1B5A4A13499... Treasurer

## Independent Auditor's Report

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To the Council of the Corporation of the City of Toronto and the Board of Management for the Swansea Town Hall Community Centre

### Qualified Opinion

We have audited the financial statements of Swansea Town Hall Community Centre (the "Centre"), which comprise the statement of financial position as at December 31, 2023, and the statement of operations, changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matters described in the *Basis for Qualified Opinion* section of the report, the accompanying financial statements present fairly, in all material respects, the financial position of the Centre as at December 31, 2023, and its results of operations, its changes in its net debt, and its cash flows for the year then ended in accordance with Canadian public sector accounting standards for government not-for-profit organizations.

### Basis for Qualified Opinion

As described in Note 2 to the financial statements, the Centre's accounting policy is to expense capital assets in the year of acquisition. This constitutes a departure from Canadian public accounting standards for government not-for-profit organizations which requires that these assets are capitalized and amortized over their estimated useful lives.

The impact of this departure from Canadian public accounting standards for government not-for-profit organizations has not been determined and therefore, we were unable determine the adjustments required to assets and liabilities as at December 31, 2023, materials and supplies expenditures, purchased services expenditures, and funds provided by the City of Toronto for the year ended December 31, 2023. The predecessor auditor's opinion on the financial statements for the year ended December 31, 2022 was modified accordingly because of the possible effects of this departure from Canadian public accounting standards for government not-for-profit organizations.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Centre in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

#### **Other Matter**

The financial statements of the Centre for the year ended December 31, 2022, were audited by another auditor who expressed a qualified opinion on those financial statements on April 27, 2023.

#### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian public sector accounting standards for government not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Centre's ability to continue as a going concern, disclosing, as applicable, matters related to a going concern and using the going concern basis of accounting unless management either intends to liquidate the Centre or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Centre's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Centre's internal control.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Centre's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Centre to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

*Grant Thornton LLP*

Toronto, Canada  
April 27, 2024

Chartered Professional Accountants  
Licensed Public Accountants

**Board of Management for the  
Swansea Town Hall Community Centre  
Statement of Financial Position**

December 31	2023	2022
<b>Assets</b>		
Current		
Cash	\$ 590,500	\$ 672,732
Government remittances receivable	2,394	-
Prepaid expenses	11,105	-
Inventory	<u>733</u>	<u>384</u>
	<u>604,732</u>	<u>673,116</u>
Due from City of Toronto (Note 4)	<u>107,685</u>	<u>107,685</u>
	<u>\$ 712,417</u>	<u>\$ 780,801</u>
<b>Liabilities</b>		
Current		
Due to City of Toronto (Note 5)	\$ 271,372	\$ 337,690
Accounts payable and accrued liabilities	138,222	163,285
Government remittances payable	-	5,380
Deferred contributions (Note 7)	<u>107,211</u>	<u>107,211</u>
	<u>516,805</u>	<u>613,566</u>
Post-employment benefits liability (Note 4)	<u>107,685</u>	<u>107,685</u>
	<u>624,490</u>	<u>721,251</u>
<b>Net assets</b>		
Internally restricted – program development reserve (Note 6)	<u>87,927</u>	<u>59,550</u>
	<u>\$ 712,417</u>	<u>\$ 780,801</u>

Approved by the Board:

Jack Slaughter Chair

 Treasurer

See accompanying notes to the financial statements.

**Board of Management for the  
Swansea Town Hall Community Centre  
Statement of Operations**

Year ended December 31

	<u>Program</u>	<u>Administration</u>	<u>2023</u>	<u>2022</u>
<b>Revenue</b>				
Funds provided by City of Toronto (Note 5)	\$ -	\$ 408,930	\$ 408,930	\$ 458,619
Rental	-	291,053	291,053	234,997
Photocopier	-	597	597	377
Interest income	28,549	-	28,549	7,338
Other income	8,012	-	8,012	1,915
	<u>36,561</u>	<u>700,580</u>	<u>737,141</u>	<u>703,246</u>
<b>Expenses</b>				
Salaries and wages	-	371,733	371,733	388,253
Employee benefits	-	83,669	83,669	111,722
Materials and supplies	-	70,440	70,440	47,097
Purchased services	-	174,738	174,738	110,239
Interest	-	-	-	36,682
Other	8,184	-	8,184	1,701
	<u>8,184</u>	<u>700,580</u>	<u>708,764</u>	<u>695,694</u>
Excess of revenue over expenses	\$ 28,377	\$ -	\$ 28,377	\$ 7,552

See accompanying notes to the financial statements.

**Board of Management for the Swansea Town Hall  
Community Centre  
Statement of Change in Net Assets**

Year ended December 31

	<u>Unrestricted</u>	Internally restricted - Program Development Reserve (Note 6)	<u>Total 2023</u>	<u>Total 2022</u>
Net assets, beginning of year	\$ -	\$ 59,550	\$ 59,550	\$ 51,998
Excess of revenue over expenses	28,377	-	28,377	7,552
Interfund transfer	<u>(28,377)</u>	<u>28,377</u>	<u>-</u>	<u>-</u>
Net assets, end of year	<u>\$ -</u>	<u>\$ 87,927</u>	<u>\$ 87,927</u>	<u>\$ 59,550</u>

See accompanying notes to the financial statements.

# Board of Management for the Swansea Town Hall Community Centre Statement of Cash Flows

Year ended December 31

2023

2022

Increase (decrease) in cash

## Operating

Excess of revenue over expenses	\$	28,377	\$	7,552
Adjustments for non-cash items:				
Post-employment benefits payable		-		(7,685)
		<u>28,377</u>		<u>(133)</u>

## Change in non-cash working capital items

Prepaid expenses	(11,105)	-
Inventory	(349)	(242)
Due to City of Toronto	(66,318)	111,461
Accounts payable and accrued liabilities	(25,063)	58,628
Government remittances payable	(7,774)	2,172
Deferred contributions	-	107,211
	<u>(82,232)</u>	<u>279,097</u>

## Financing

Long-term amount due from City of Toronto	-	7,685
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(Decrease) increase in cash **(82,232)**      286,782

Cash, beginning of year 672,732      385,950

Cash, end of year \$ 590,500      \$ 672,732

See accompanying notes to the financial statements.

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# **Board of Management for the Swansea Town Hall Community Centre Notes to the Financial Statements**

December 31, 2023

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## **1. Nature of operations**

The City of Toronto Act, 1997 continued the provisions of By-law No. 1995 - 0448 dated June 26, 1995 to reflect Chapter 25, Community and Recreation Centres of the Corporation of the City of Toronto Municipal Code. Chapter 25 amended all previous by-laws and established part of the premises at 95 Lavinia Avenue, as a community recreation centre under the authority of the Municipal Act, known as Swansea Town Hall Community Centre (the "Centre"). The Centre is a not-for-profit organization and, as such, is exempt from income tax.

The Municipal Code provides for a Council appointed Board which, among other matters, shall:

- a) endeavour to manage and control the premises in a reasonable and efficient manner, in accordance with standard good business practices, and
- b) pay to the City of Toronto (the "City") any excess of administration expenditure funds provided by the City in accordance with its approved annual budget, but may retain any surplus from program activities.

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## **2. Significant accounting policies**

### **Basis of accounting**

These financial statements have been prepared in accordance with Canadian public sector accounting standards for government not-for-profit organizations ("PSAS-GNFPO"), including the 4200 series of standards, as issued by the Public Sector Accounting Board ("PSAB") of the Chartered Professional Accountants of Canada.

### **Revenue recognition**

The Centre follows the deferral method of accounting for contributions. Contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured. Restricted contributions are deferred and recognized as revenue in the year in which the related expenses are recognized and recorded as part of deferred contributions on the statement of financial position.

Rental and other revenues are recognized as the services are provided. Amounts received in advance of services being provided are classified as deferred revenue on the statement of financial position.

### **Financial instruments**

The Centre initially measures its financial assets and financial liabilities at fair value.

The Centre subsequently measures all its financial assets and financial liabilities at amortized cost.

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# **Board of Management for the Swansea Town Hall Community Centre Notes to the Financial Statements**

December 31, 2023

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## **2. Significant accounting policies (continued)**

### **Financial instruments (continued)**

Financial assets measured at amortized cost include cash, and due from City of Toronto. Financial liabilities measured at amortized cost include accounts payable and due to City of Toronto.

### **Contributed material and services**

Because of the difficulty of determining their fair value, contributed materials and services are not recognized in the financial statements. Monetary donations are recorded as received.

### **Capital assets**

Major capital expenditures are financed by the City of Toronto, which owns the facility, and are not reported in these financial statements. The Centre expenses capital assets on acquisition. During 2023, capital assets expensed totaled \$75,365 (2022 - \$45,222) of which \$67,134 (2022 - \$41,198) is included in purchased services and \$8,231 (2022 - \$4,024) is included in materials and supplies.

### **Employee related costs**

The Centre has adopted the following policies with respect to employee benefit plans:

- a) The City of Toronto offers a multi-employer defined benefit pension plan to the Centre's employees. Due to the nature of the Plan, the Centre does not have sufficient information to account for the Plan as a defined benefit plan; therefore, the multi-employer defined benefit pension plan is accounted for in the same manner as a defined contribution plan. An expense is recorded in the period in which contributions are made.
- b) The Centre also offers its employees a defined benefit sick leave plan, a post-retirement life, health and dental plan, a long-term disability plan and continuation of health, dental and life insurance benefits to disabled employees. The accrued benefit obligations are determined using an actuarial valuation based on the projected benefit method prorated on service, incorporating management's best estimate of future salary levels, inflation, sick day usage estimates, ages of employees and other actuarial factors.

Net actuarial gains and losses that arise are amortized over the expected average remaining service life of the employee group.

The Centre recognizes an accrued benefit liability on the statement of financial position, which is the net of the amount of the accrued benefit obligations and the unamortized actuarial gains/ losses.

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# **Board of Management for the Swansea Town Hall Community Centre Notes to the Financial Statements**

December 31, 2023

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## **2. Significant accounting policies (continued)**

### **Use of estimates**

The preparation of financial statements in accordance with PSAS-GNFPO requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management makes accounting estimates when determining significant accrued liabilities, the post-employment benefits liabilities and the related costs charged to the statement of operations. Actual results could differ from those estimates, the impact of which would be recorded in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

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## **3. Change in accounting policies**

Effective January 1, 2023, the Centre adopted new Public Sector Accounting Standards Sections PS3450 *Financial Instruments* and PS1201 *Financial Statement Presentation* along with related amendments. New Section PS3450 requires the fair value measurement of derivatives and portfolio investments in equities quoted in an active market. All other financial assets and liabilities are measured at cost or amortized cost (using the effective interest method), or, by policy choice, at fair value when the entity defines and implements a risk management or investment strategy to manage and evaluate the performance of a group of financial assets, liabilities, or both on a fair value basis.

The measurement requirements were applied prospectively. There were no adjustments required and there are no remeasurement gains or losses or embedded derivatives requiring the presentation of a statement of remeasurement gains or losses.

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## **4. Post-employment benefits liability and long-term account receivable**

The Centre participates in a number of defined benefit plans provided by the City including pension, other retirement and post-employment benefits to its employees. Under the sick leave plan for management staff with ten years of service as of April 1, 2003, unused sick leave accumulated until March 1, 2008 and eligible employees may be entitled to a cash payment upon leaving the Centre's employment. The liability for these accumulated days represents the extent to which they have vested and could be taken in cash by the employee upon termination, retirement or death. This sick bank plan was replaced by a Short-Term Disability Plan (STD) effective March 1, 2008, for all non-union employees of the City of Toronto. Upon the effective date, individual sick banks were locked with no further accumulation. Grandfathered management staff remains entitled to payout of frozen, banked time, as described above. Under the new STD, management employees are entitled to 130 days annual coverage with salary protection at 100 or 75 percent, depending upon years of service. Non- management employees continue to receive sick bank time as stipulated in the applicable Collective Agreement, which specifies no financial conversion of unused sick leave.



# Board of Management for the Swansea Town Hall Community Centre Notes to the Financial Statements

December 31, 2023

## 4. Post-employment benefits liability and long-term account receivable (continued)

The Centre also provides health, dental, life insurance, accidental death and long-term disability benefits to eligible employees. Depending upon the length of service and an individual's election, management retirees are covered either by the former City of Toronto retirement benefit plan or by the current retirement benefit plan.

Due to the complexities in valuing the benefit plans, actuarial valuations are conducted on a periodic basis. The most recent actuarial valuation was completed as at December 31, 2021 with projections to December 31, 2023. Assumptions used to project the accrued benefit obligation were as follows:

- long-term inflation rate - 2.0%
- assumed health care cost trends - range from 3.0% to 6.0%
- rate of compensation increase - 3.0% to 3.5%
- discount rates - post-retirement 4.7%, post-employment 4.1%, sick leave 4.2%

Information about the Centre's employment benefits, other than the multi-employer, defined benefit pension plan noted below, is as follows:

	<u>2023</u>	<u>2022</u>
Post-retirement benefits	\$ 81,283	\$ 71,782
Sick leave benefits	<u>26,563</u>	<u>33,612</u>
	107,846	105,394
Unamortized actuarial gain (loss)	<u>(161)</u>	<u>2,291</u>
Post-employment benefit liability	<u>\$ 107,685</u>	<u>\$ 107,685</u>

The continuity of the accrued benefit obligation is as follows:

	<u>2023</u>	<u>2022</u>
Balance, beginning of year	\$ 107,685	\$ 115,370
Current service cost	1,752	2,206
Interest cost	4,692	3,294
Amortization of actuarial gain	1,933	2,419
Benefits paid	<u>(8,377)</u>	<u>(15,604)</u>
Balance, end of year	<u>\$ 107,685</u>	<u>\$ 107,685</u>

A long-term receivable from the City of \$107,685 in 2023 (2022 - \$107,685) has resulted from the recording of sick leave and post-retirement benefits. Funding for these costs continues to be provided by the City as benefit costs are paid and the City continues to be responsible for the benefit liabilities of administration staff that may be incurred by the Centre.

# Board of Management for the Swansea Town Hall Community Centre Notes to the Financial Statements

December 31, 2023

## 4. Post-employment benefits liability and long-term account receivable (continued)

The Centre also makes contributions to the Ontario Municipal Employees Retirement System (OMERS), which is a multi-employer plan, on behalf of most of its employees. The OMERS plan (the "Plan") is a defined benefit plan, which specifies the amount of retirement benefit to be received by the employees based on the length of service and rates of pay. Employer contributions to this pension plan amounted to \$31,671 in 2023 (2022 - \$38,459).

The most recent actuarial valuation of the Plan as at December 31, 2023 indicates the Plan is in a deficit position and the Plan's December 31, 2023 financial statements indicate a net deficit of \$7,571 million (a deficit of \$4,202 million plus adjustment of \$3,369 million of unrecognized investment returns above or below the discount rate that is being smoothed and recognized over a five-year period). The Plan's management is monitoring the adequacy of the contributions to ensure that future contributions together with the Plan's assets and future investment earnings will be sufficient to provide for all future benefits. At this time, the Centre's contributions accounted for an insignificant portion of the Plan's total employer contributions. Additional contributions, if any, required to address the Centre's proportionate share of the deficit will be expensed during the period incurred.

## 5. Funds provided by the City of Toronto - Administration

Funding for administration expenses is provided by the City according to Council approved budgets. Surplus amounts in administration are payable to the City. Deficits, excluding those accruals for long-term employee benefits, are funded by the Centre unless Council approval has been obtained for additional funding.

	Budget 2023 (unaudited)	<u>2023</u>	<u>2022</u>
<b>Administration expenses</b>			
Salaries and wages	\$ 423,367	\$ 371,733	\$ 388,253
Employee benefits	134,760	83,669	111,722
Materials and supplies	75,881	70,440	47,097
Purchase of services	<u>62,349</u>	<u>174,738</u>	<u>110,239</u>
	696,357	\$ 700,580	\$ 657,311
Budgeted rental and sundry revenue	<u>(150,000)</u>		
Administration budget	546,357		
Section 37 funding	<u>107,211</u>		
	<u>653,568</u>		
<b>Centre's administration revenue</b>			
Administration budget		\$ 653,568	\$ 707,460
Rental and sundry revenue		<u>291,651</u>	<u>235,373</u>
		<u>945,219</u>	<u>942,833</u>

# Board of Management for the Swansea Town Hall Community Centre Notes to the Financial Statements

December 31, 2023

## 5. Funds provided by the City of Toronto -administration (continued)

<b>Centre's actual administration expense</b>		
Administration expenses	700,580	693,993
Adjustments for non-cash items:		
Post-employment benefits, not funded by the City until paid, that are included in long-term amount due from City of Toronto	-	7,685
Section 37 funding deferred to 2022	<u>107,211</u>	<u>107,211</u>
	<u>807,791</u>	<u>808,889</u>
 Administration expenses under approved budget	 <u>\$ 137,428</u>	 <u>\$ 133,944</u>

The under-expenditure of \$138,728 (2022 - \$133,944) is included in Due to City of Toronto.

The Due to City of Toronto balance is comprised of:

	<u>2023</u>	<u>2022</u>
2021 surplus	\$ -	\$ 203,746
2022 surplus	133,944	133,944
2023 surplus	<u>137,428</u>	<u>-</u>
	<u>\$ 271,372</u>	<u>\$ 337,690</u>

## 6. Internally restricted - program development reserve

The Board of Management created the Program Development Reserve in September 2010 with funds earmarked for program development. In 2023, the Board of Management approved the transfer of \$29,240 (2022 - \$7,552) from unrestricted net assets to the Program Development Reserve.

## 7. Deferred contributions

Deferred contributions consist of the following:

	<u>2023</u>	<u>2022</u>
Balance, beginning of year	\$ 107,211	\$ -
Contributions received	-	107,211
Amount recognized as revenue	<u>-</u>	<u>-</u>
Balance, end of year	<u>\$ 107,211</u>	<u>\$ 107,211</u>

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# Board of Management for the Swansea Town Hall Community Centre Notes to the Financial Statements

December 31, 2023

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## 8. Financial instruments

The Centre is exposed to and manages various financial risks resulting from operations. Transactions in financial instruments may result in an entity assuming or transferring to another party one or more of the financial risks described below. The Centre's main financial risk exposures and its financial risk management policies are as follows:

### **Credit risk**

The Centre is exposed to credit risk resulting from the possibility that parties may default on their financial obligations. The Centre's maximum exposure to credit risk represents the sum of the carrying value of its cash and accounts receivable. The Centre's cash is deposited with Canadian chartered banks and as a result management believes the risk of loss on this item to be remote. Management believes that the Centre's credit risk with respect to accounts receivable is limited. The Centre manages its credit risk by reviewing accounts receivable aging and following up on outstanding amounts.

### **Liquidity risk**

Liquidity risk is the risk that the Centre cannot meet a demand for cash or fund obligations as they become due. The Centre's financial liabilities are comprised of accounts payable and accrued liabilities. The Centre manages liquidity risk by monitoring its cash flow requirements on a regular basis. The Centre believes its overall liquidity risk to be minimal as the Centre's financial assets are considered to be highly liquid.

### **Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of currency risk, interest rate risk and other price risk.

#### *Currency risk*

Currency risk refers to the risk that the fair value of instruments or future cash flows associated with the instruments will fluctuate relative to the Canadian dollar due to changes in foreign exchange rates. The Centre's financial instruments are all denominated in Canadian dollars and the Centre transacts primarily in Canadian dollars. As a result, management does not believe it is exposed to significant currency risk.

#### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Centre's cash earns interest at prevailing market rates. Management believes the interest rate exposure related to this financial instrument is negligible.

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**Board of Management for the  
Swansea Town Hall Community Centre  
Notes to the Financial Statements**

December 31, 2023

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**8. Financial instruments (continued)**

**Market risk (continued)**

*Other price risk*

Other price risk is the risk that the fair value of financial instruments or future cash flows associated with financial instruments will fluctuate because of changes in market prices (other than those arising from currency risk or interest rate risk), whether these changes are caused by factors specific to the individual instrument or its issuer or factors affecting all similar instruments traded in the market. Management does not believe the Centre is exposed to significant other price risk.

*Changes in risk*

There have been no significant changes in the Centre's risk exposures from the prior year.

# **SWANSEA TOWN HALL ASSOCIATION**

## **BY-LAW NO. 1 Constitution**

**Adopted May 18 2023**  
**Proposed amendments 2024**

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## ARTICLE I

### 1.1 Governance

The Constitution of the Swansea Town Hall Association governs the affairs of the Association, including the role and function of the members, directors and officers amongst other matters, but not the management of the Swansea Town Hall at 95 Lavinia Ave. which is the responsibility of the "Board of Management".

### 1.2 Role of Toronto City Council

Without limiting 1.1, it is understood that in regard to any of the provisions relating to the Board of Management, the election, the removal or the replacement of a Board Member, that final authority for the management, the appointment of a Board Member or the removal of a Board Member rests with the Council of the City of Toronto or its delegate.

## ARTICLE II

### 2.1 Name of Organization

The name of the organization is "The Swansea Town Hall Association" (hereinafter called the "Association").

### 2.2 Definitions

- a) "**Board of Directors**" consists of the directors elected or appointed from time to time by the Swansea Town Hall Association pursuant to the Swansea Town Hall Association Constitution.
- b) "**Board of Management**" consists of those persons appointed by the City of Toronto to serve as Board Members on the Swansea Town Hall Board of Management subject to the City of Toronto Act, Chapter 24 of the Municipal Code, Association of Community Centres (AOCC's) City of Toronto Relationship Framework, and The Public Appointments Policy and other applicable City of Toronto By-laws.
- c) "**Days**" means calendar days unless the final day for performing an action falls on a Sunday or Statutory Holiday, in which case the period is extended to the next working day.
- d) "**Community Groups**" are those organizations defined as interest groups in the public appointments policy and defined in Article 6 in the Relationship framework document.
- e) "**Catchment Area**" is the geographic boundary that defines the area of jurisdiction for the Swansea Town Hall and the area from which community members are selected. It is defined as the former Corporation of the Village of Swansea and the area bounded by, Lake Ontario Waters edge to the South, East of the centre line of the Humber River to the West, South of the Subway Cut to the North and on the east, from the Subway cut South, a Line projection following the centre of Wendigo Creek where it starts just South of Bloor to Lake Ontario Waters edge.
- f) "**Town Hall**" is the Swansea Town Hall located at 95 Lavinia Avenue City of Toronto



## ARTICLE III

### 3.1 Objects

The objects of the association are:

- a) To encourage space being available to non-profit or charitable community organizations, whether incorporated or not, and by municipal organizations that serve and benefit the quality of life on a first priority basis of residents in the Swansea community and catchment area of the City of Toronto with community programs and services of a cultural, social, recreational or educational nature within premises located within the catchment area;
- b) To carry out the objects of the association without the purpose of gain for its members;
- c) To operate on a not for profit basis;
- d) To use any profits or other accretions to the association to advance its objects;
- e) To promote and enhance the overall development of the Swansea community and the catchment area within the City of Toronto in accordance with that community's own desires, in co-operation with other local agencies and organizations, whether incorporated or not;
- f) To encourage the preservation and maintenance of the Swansea Town Hall (received from the former Village of Swansea to be used as a Town Hall) and to promote the preservation and maintenance of local historical and cultural records, artefacts and archives of the Swansea community at the Swansea Town Hall;
- g) In furtherance of those general objects to encourage the use of Swansea Town Hall (Town Hall) by non-profit or charitable community organizations, whether incorporated or not, and by municipal organizations. With the first priority to such organizations which serve and benefit the quality of life of residents in the Swansea community and catchment area within the City of Toronto with community programs and services of a cultural, social or educational nature with a strong connection to the Swansea community and catchment area within the City of Toronto;

And in furtherance of the aforesaid objects, among other matters:

- h)
  - i) To assist the Board of Management of the Swansea Town Hall in such ways and manners as the Board of Management may request from time to time and as the Association seems fit to do within its objects;
  - ii) To encourage the City to keep the Town Hall as a vital non-profit local community centre that welcomes all to participate in the Town Hall's services and activities and which remains a community orientated and controlled centre with priority given to the residents within the Swansea community and catchment area;
  - iii) To make recommendations and proposals to the City and the Swansea Town Hall that will ensure the Town Hall develops and carries out accessible and responsive community-orientated programmes and services in a friendly and inviting atmosphere;

- iv) To supply Swansea community and the catchment area residents with useful and practical information concerning the services available at the Swansea Town Hall amongst other locations as the Association sees fit from time to time;
- v) To assist and support other community organizations, whether incorporated or not, having objects conducive to the Association's objects or any of them.
- i) To accept donations, gifts, grants, legacies and bequests and to hold contributions of money and property for the association; to sell or convert any property into money from time to time; to invest and re-invest any principal or accumulations thereto in such manner as may from time to time be determined; and to distribute and disburse such money and property in the furtherance of the objects of the association;
- j) To supply financial assistance and to give donations for non-profit or charitable purposes or services;
- k) To study cultural, social or educational problems affecting the diverse and changing Swansea community and catchment area of the City of Toronto; to work for and to seek beneficial policies and initiatives that develop and enhance the area; and to encourage the training of volunteers;
- l) To enter into any arrangements with other organizations, whether incorporated or not, that may seem conducive to the association's objects or any of them and to obtain from any such organization any rights, privileges and concessions which the association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- m) To enter into any arrangements with any government or authorities, federal, provincial, municipal, local or otherwise, that may seem conducive to the association's objects or any of them and to obtain from any such government or authorities any rights, privileges and concessions which the association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- n) To apply for, promote and obtain any statute, ordinance, order, regulation or other authorization or enactment, whether federal, provincial, municipal, local or otherwise, that may directly or indirectly promote and advance the interest of and the welfare of the Swansea community and within the catchment area of the City of Toronto;
- o) To adopt such means of making known the needs of the Swansea community and the catchment area of the City of Toronto as may seem expedient and, in particular, by advertising in the press, on radio or television or by any other media; and
- p) To do all such things as are incidental or conducive to the attainment of the above objects and, in particular, to acquire by purchase, lease, devise, gift or otherwise and to hold any real or personal property necessary for the carrying on of the undertaking of the association, and to sell, lease, mortgage, dispose of and convey the same or any part thereof as may be considered advisable.

#### **ARTICLE IV**

#### **4.1 Members**

The classes of membership are: Community, Associate, Participating and Honorary.

#### **4.2 Community Members**

All persons shall be welcome and encouraged to become involved in the Town Hall Association's activities and services. All persons with a principal residence within the boundaries of the catchment area shall be considered Community Members.

#### **4.3 Associate Members**

All persons interested in the Town Hall's activities, yet residing outside the community boundaries, will be eligible to become Associate Members of the Association.

#### **4.4 Participating Members**

All persons interested in the Town Hall's activities and who belong to a community group, take a course or participate in any other group or activity which makes formal use of the space at the Swansea Town Hall will be deemed to be a participating member with the limited rights to volunteer and assist any standing committees of the Town Hall and to attend any meetings of such standing committee(s) or of the Association. A participating member cannot also belong to another class of membership of the Association. Upon payment of the appropriate fees and upon meeting the then criteria and preconditions for the class of membership for which they formally apply, such participating member will then become a member of that class and will have the full rights that such class of membership may have from time to time under the constitution.

#### **4.5 Honorary Members**

Honorary Memberships may be granted by the Board of Directors to members for extraordinary service to the Town Hall and shall be valid for a period of time prescribed by the Board.

#### **4.6 Membership Fees**

The Board of Directors shall, from time to time, establish membership fees on an annual basis, subject to approval at a General Meeting of the members on notice, and shall provide for the issuance of membership cards and for the keeping of up to date records of members in good standing. Members whose membership has lapsed shall have a grace period of two (2) months to renew membership without the loss of privileges. In addition, the Board of Directors by resolution, may after 1 June in any given year prorate the fees for new members to reflect the fact that less than a full year is left.

#### **4.7 Register of Members**

The Board of Directors shall maintain a Register of Members.

#### **4.8 Removal from Membership or Discipline for Breach**

The members may, on a two-thirds (2/3) majority vote of those present at a General or Special Meeting, upon notice to **the member and the general members of the grounds for the same**, remove **or discipline** members for wilful breaking of the obligations set out in 4.9.

**Provided always that the members of the Swansea Town Hall Association in disciplining a member or terminating the membership of any member of the Swansea Town Hall Association for cause do so by resolution passed by two-thirds (2/3) of the votes cast as a general or special meeting, notice of which specify the intention to pass such resolution, has been given at least fifteen (15) days prior to each such meeting in writing including a summary of the grounds or reasons for the discipline or termination to the member along with the membership. The member has a right to explain themselves at least (5) five days before the proposed**

discipline or termination orally, or in writing or in another format as approved by the Board and that statement shall be forwarded to the members.

Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner.

#### **4.9 Obligations of Membership**

Acceptance of membership in the Association shall bind the member to abide by the constitution and By-Laws.

#### **4.10 Privileges of Members**

- a) All members of the Association shall have the right to:
  - i) Attend and participate in all meetings to discuss the management of the Association.
  - ii) Vote on matters brought before standing committees of which they are members.
  - iii) Periodically receive information about the Town Hall and its programmes.
  
- b) Community members shall have the right to
  - i) Vote in the election of individuals as directors representing general members of the Association but not the appointees.
  - ii) Vote on any and all matters brought before the members at the Annual Meeting and any Special Meeting subject to the processes and limitations set forth in this Constitution.
  
- c) Associate Members shall have the right to the same voting privileges as community members provided such associate member is in good standing and is a bona fide officer or executive member of one of the community organization as designated from time to time under 6.1 a) ii) or such other user group so recognized by the Board of Directors by resolution and approved by the members of the Association from time to time.

#### **4.11 Membership Rights of Swansea Town Hall Staff**

Employees of the Swansea Town Hall shall be allowed to be members of the Association and to have voting rights, but while they are employees of the Swansea Town Hall, they shall not be allowed to serve as members of the Board of Management, or to serve as a Director of the Association, or to Chair a Committee.

### **ARTICLE V**

#### **5 Meetings of Membership**

##### **5.1 Annual General Meeting**

There will be an Annual General Meeting of the membership on a date determined by the Board of Directors with such determination being made by the last day of the month of February. There shall be an annual meeting at least once per calendar year, with no more than

16 months separating these meetings.

## **5.2 Notice of Annual General Meeting**

Notice of the Annual General Meeting shall be given **not more than fifty (50) and not less than at least thirty (30) days** in advance and in such manner to ensure that members have reasonable opportunity to receive such notice **including using e-mail, electronic means or by mail.**

The notice shall advise of no less than the following:

- a) Date, time and location of the meeting.
- b) Availability of the Annual Report of the Association.
- c) Last date for which nominations to the Board of Management and Board of Directors will be received for the positions set out in Section 5.3 below.
- d) Intent to propose any amendments to the Constitution.
- e) Any other proposed business.

## **5.3 The Purpose of the Annual General Meeting shall be to**

- a) Receive reports on the work of the Town Hall and Association during the preceding year and on plans for the upcoming year.
- b) Receive nominations for the Board of Directors who shall be nominees for the Board of Management as may be required and subject to the Constitution in general ; and in particular 6.2.
- c) Elect two (2) advisors to the Board of Directors as set out in 6.10.
- d) Transact all other business that may properly come before the meeting.

## **5.4 Quorum at Annual General Meeting**

Twenty (20) paid up general members or ten per cent (10%) whichever is the greater shall constitute a quorum at the Annual Meeting.

## **5.5 Voting at Annual General Meeting**

- a) At any meeting of the membership, all members qualified to vote under the constitution shall have one (1) vote and such a vote shall be given personally and not by proxy.
- b) Questions arising out of any Annual or Special Meeting shall be decided by a majority vote except in the case of a two-thirds (2/3) majority required to remove a director or to amend the Constitution.

## **5.6 Special Meetings of the Membership**

A Special Meeting of the membership shall be called upon:

- a) A motion passed by the Board of Directors to call a Special Meeting.
- b) Submission to the Board of Directors of a request for a Special Meeting signed by

Twelve (12) members stating the object of the proposed meeting. A Special Meeting so requested shall be held not later than one (1) month after the date the request was submitted to the Board.

## **5.7 Notice of Special Meeting of the Membership**

Notice of a Special Meeting shall be posted in a conspicuous place in the Town Hall and given in such other manner as the Board of Directors deems appropriate, at least fourteen (14) days in advance of the proposed date of the meeting, and shall state the date, time, location and purpose of the meeting. In addition, in the case of the removal of a director, the removal of a member, amendments to the Constitution or the by-laws, such notice shall be mailed or delivered twenty-one (21) days prior to the meeting to all members.

## **5.8 AGM and Special Meeting Method of Participating**

Any person entitled to attend a meeting of members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Swansea Town Hall Association makes such means available. A person so participating in meeting is deemed to be present at the meeting.

## **5.9 Hybrid and Virtual meetings of Members**

Members' meetings may be held on a virtual or hybrid basis as determined by the Directors or held entirely by telephonic or electronic means or a combination of telephonic or electronic means or in person that permits all participants to communicate adequately with each other during the meeting.

## **5.10 Requisition of a Meeting of Members**

Member have a right to demand a meeting if at least (10%) ten per cent of the members vote to send a request with reasons to each director and the Swansea Town Hall Association office (if any). The Swansea Town Hall Association must give notice of a members' meeting no later than (10) ten days and no earlier than (50) fifty days before each meeting setting out the grounds thereof.

## **5.11 Adjournments of Annual or Special Meetings**

Any meetings of the members of the Swansea Town Hall Association or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, provided, such meeting continues within (30) thirty days; however if such adjournment is for more than (30) thirty days then there must be fresh notice of the meeting. Such adjournment may be made notwithstanding that no quorum is present.

# **ARTICLE VI**

## **6 The Board of Directors**

### **6.1 Composition of the Board of Directors**

Subject to 1.1 and 1.3 the Board shall be composed of:

- a)** Fifteen (15) persons (hereinafter called Directors).
  - i)** Nine (9) elected Directors and;
  - ii)** One (1) person representing each of the community groups as set out in

Namely: the Swansea Horticultural Society, the Swansea Historical Society, the Swansea Area Ratepayers Association, the Swansea Recreation Advisory Council, the Swansea Area Senior's Association, and the Swansea Town Hall Residences. (Such members to be called appointees),

- b) Plus the elected councillor or councillors of City Council for the municipal ward in which the Swansea Town Hall is situate who shall be an ex-officio voting director (s) of the Board.

## **6.2 Term of Office for Elected Directors**

- a) Subject to Articles 1.1 and 1.2 the term for elected Directors of the Board shall be two (2) years;
- b) The terms for the elected members shall be staggered. Four (4) persons shall be elected on even numbered years and five (5) persons shall be elected on odd numbered years.
- c) Where a person fills a vacancy at an annual general meeting or is appointed by the Board, such person will serve only for the remainder of the term of the elected Director who vacated the position;
- d) Elected Directors shall be eligible for re-election for up to a maximum number of four (4) consecutive two (2) year terms or eight (8) consecutive years, which ever is shorter; in the case of an elected member who was elected for a partial term, this shall not be counted, unless the partial term is more then half of a two (2) year term, in the total number of terms.
- e) Incumbents who seek election beyond the stated maximum length of service will be deemed ineligible except under special circumstances, such as an insufficient number of applications have been received;
  - i) From eligible and qualified applicants;
  - ii) From incumbents who are eligible to be reappointed and the board of Directors would suffer from a lack of continuity if all Directors are replaced at once;
- f) Subject to e) any incumbent who has served eight (8) or more consecutive years on the board may not be reappointed or elected in the following term; and;
- g) The above limits will not apply to persons nominated by the community organizations set out in 6.1 (a) (ii) and who are called appointees to the board.

## **6.3 Vacancies on the Board of Directors**

- a) Subject to Articles 1.1 and 1.3 a vacancy in the office of director shall be declared upon:
  - i) The death of an elected Director;
  - ii) The resignation of an elected Director;
  - iii) The removal of an elected Director;

- iv) The dismissal of an elected Director by resolution of the Board for non-attendance without leave
  - v) The failure of an elected Director to retain all the qualifications for membership.
- b) In the event of a vacancy on the Board of Directors other than a vacancy resulting from the removal of an elected Director or an appointee, the elected Directors then in office may elect a qualified person to fill the vacancy and shall recommend to the Board of Management the appointment of such qualified person as shall be entitled to serve for the remainder of the term of the elected Director whose departure created the vacancy. A retiring elected Director shall retain office until the dissolution or adjournment of the meeting at which a successor is elected or appointed.

#### **6.4 Nominations and Elections of the Elected Directors**

- a) Any member of the Association who has reached eighteen (18) years of age at the Date of election or appointment of the member and is a resident of the City of Toronto is eligible to serve as an elected Director or appointed Director, subject to the term limits set out elsewhere herein. To remain on the Board elected and appointed members are required to maintain this status throughout their term of office.
- b) The Board of Directors shall appoint a Nominating Committee of at least three (3) members of the Association, who shall submit a nominations list at least equal to the number of vacancies required to be filled at each Annual Meeting. All named nominees shall have indicated their willingness to stand for election prior to the Annual or General Meeting.
- c) The nominating committee may prepare an Election Slate, consisting of community representatives, two (2) weeks before the Annual Meeting. It will also make public ten (10) days prior to the AGM, the names of all persons who have presented themselves as candidates, and who are standing for election. In the event of a vacancy in the election slate, the nominating committee will act in accordance with 6.4.(f) and will make public the amended slate.
- d) Notwithstanding the rest of this section the majority of Directors are required to be from the catchment area.
- e) The nominating Committee may develop nominating rules and procedures subject to the approval of the Board
- f) If a qualified candidate for Director, before close of voting at the Annual general Meeting, dies, resigns or becomes ineligible to hold office
  - i) the Nominating Committee shall remove the candidate's name from the ballot or if the ballots are printed shall advise the members of the death, resignation or disqualification;
  - ii) if the removal of the candidates name shall create a vacancy, the nominating committee may meet, and recommend additional persons from amongst the qualified candidates who are willing to stand for election

#### **6.5 Removal of an Elected Director**

- a) Any elected Director may be removed at any time from the office of elected



Director by a motion passed by a two-thirds (2/3) majority of vote at a Special Meeting of the membership duly called in accordance with Special Meeting guidelines for that purpose.

- i) A Director is entitled to give the Swansea Town Hall Association a statement giving reasons for resigning or for opposing their removal if the meeting is called for the purpose of removing them.
- ii) The Board of Directors or person acting on its behalf shall immediately give to the members a copy of the statement.
- iii) The members at the general meeting having removed the director may, by a majority of the votes cast at that meeting elect any person in their stead for the remainder of their term.

- b) Any qualified person may be elected by a majority of votes cast at such Special Meeting to fill the vacancy of any elected board member. The person so elected shall be entitled to serve as an elected Director for the balance of the term of the elected Director who was removed from the office.

## 6.6 Responsibilities of the Board of Directors

Without derogating from 1.3, the Board of Directors shall be responsible for:

- a) Seeking sources of funds for the Association, the Town Hall and their respective activities.
- b) Conducting membership campaigns to involve the broadest possible group of people in the activities of the Association.
- c) Approving financial statements, as submitted by the Treasurer or Secretary-Treasurer, and inspecting all financial records, budgets, and expenses of the Association, and presenting of budgets to the members.
- d) Holding Annual, General and Special Meetings.
- e) Annually determining the nature of the standing committees at the beginning of each new term and creating committees and sub-committees as needed.
- f) Liaise with schools, agencies and community groups in the area to improve the Town Hall's service to the community.

## 6.7 Meetings of the Board of Directors

- a) Normally the Board will hold its meetings at 95 Lavinia Avenue at such times as it may determine, a minimum of Three (3) times in each calendar year, and in addition at any time at the request of two (2) members of the Board of Directors.
- b) Written notice of every Board Meeting shall be delivered to every director **by email or by electronic means or mail** at least seven (7) days prior to the proposed meeting, and such notice shall state date, time, location of the meeting, and the general nature of the business to be transacted.
- c) Meetings of the Board shall be open, and notice posted at 95 Lavinia Avenue at least seven (7) days in advance of each meeting.
- d) Where the Board has set a yearly schedule for Board Meetings and that schedule has been

delivered to all Board Members, notice will be deemed to have been given under 6.7(b).

- e) No formal notice of any such meeting shall be necessary if all the Directors are present in person or by telephone or by electronic means, or if those absent have signified their consent to the meeting being held in their absence
- f) If all Directors of the Swansea Town hall Association present at or participating in the meeting consent, a meeting of the directors or of a committee of directors 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 provided appropriate notice is received.
- g) Board of Directors' meetings may be held on a virtual or hybrid basis or be held entirely by telephonic or electronic means or a combination of telephonic or electronic means and in person provided all the participants are able to communicate adequately with each other during the meeting.

## **6.8 Quorum at Board of Directors Meetings**

- a) A majority of the members of the Board, who are not members of Council, will constitute a quorum.
- b) If a Director who is a member of council is present, he or she will be counted towards quorum.
- c) A vacant position will not be counted to calculate quorum

## **6.9 Voting at Board of Directors Meetings**

- a) At all meetings of the Board of Directors, the Directors present shall have the sole right to vote.
- b) At meetings of the Board of Directors, the Chairperson shall have a vote, but in the event of a tie, the resolution loses.

## **6.10 Advisors to Board of Directors**

- a) In addition, at each Annual Meeting, the membership may elect to the Board of Directors, two (2) non-voting advisors, who may sit on committees of the Board, speak at Board meetings and receive notices of such meetings. Further, the Past President and Past Chair shall be non-voting advisors with the same rights as the other advisors if no longer Directors.
- b) The term of office for such non-voting advisors shall be two (2) years. The provisions relating to directors shall apply to such advisors by analogy except as specifically amended by this provision 6.1. Such position shall be open to any member of the Association who has been qualified through the nomination process.
- c) The purpose for electing advisors is to provide the Board of Directors the opportunity to have on Board other members who could provide specialized expertise and or have individuals who may in future wish to be Directors.

## **ARTICLE VII**

### **7.1 Officers of the Board**

- a) The Board of Directors will elect its officers from the Board-Members at the first regular Board meeting after its Annual General Meeting each calendar year.
- b) The officers of the Board of Directors shall be: President, Vice-President, Secretary and

Treasurer or Secretary Treasurer and Membership Secretary and the President of the Association should not normally hold at the same time the office of the Chair of the Board of Management.

- c) The Board of Directors may establish other offices and assistant offices as it deems necessary, and shall prescribe the powers and duties of such offices or assistant offices.
- d) Subject to Article 7.2 the term of every officer and assistant officer shall be one (1) year. Every officer and assistant officer shall continue to hold office until a successor has been elected or appointed.
- e) No Board of Director Member may hold more than one office nor hold an office and an assistant office at any time, except as a Secretary-Treasurer.
- f) All offices and all assistant offices must be held by members of the Board of Directors.
- g) The maximum consecutive one-year terms for a specific office held by a Board Member is four (4), with this provision becoming immediately effective after the AGM in 2024.

## 7.2 Vacancy in an Office

- a) Vacancy in an office or assistant office shall be declared upon:
  - i) the death of an officer or assistant officer;
  - ii) the resignation of an officer or assistant officer;
  - iii) the removal of an officer or assistant officer;
  - iv) the event of an officer or assistant officer ceasing to be a Board of Director member.
- b) The Board of Directors may appoint any other Board of Director member, except as provided in part 7.1(e) and 7.1(f) of this Article, to fill a vacant office or assistant position, and the director so appointed shall hold such office or assistant office for the balance of the term of the officer or assistant officer whose departure created the vacancy.

## 7.3 Officer Absence from Meetings or Duties

In the event of the absence of an officer or assistant office holder for more than one (1) month, and upon no less than ten (10) days notice to the Directors of the Meeting of the Board of Directors, the Board of Directors may delegate the powers and duties of such officer or assistant officer to any other Board Member until the return to duty of the incumbent officer or assistant.

## 7.4 Removal from Office

The Board of Directors may remove any person from an office or assistant office position by a motion passed by a majority vote, upon ten (10) days prior notice of the meeting to the Board of Directors **setting out the grounds of removal.**

**An officer or assistant officer is entitled to give the Swansea Town hall Association a statement giving reasons for resigning or for opposing their removal if the meeting is called for the purpose of removing them.**

The Board of Directors or person acting on its behalf shall immediately give to the whole of the Board a copy of the statement.

The Board of Directors at that meeting having removed the officer or assistant officer may, by a majority of the votes cast at that meeting elect any person in their stead for the remainder of their term.

## **7.5 Duties of Officers**

**a)** The PRESIDENT shall:

- i) preside, when present, at all Annual, Special and Board Meetings;
- ii) perform all the duties incidental to the office and any other duties assigned by the Board;
- iii) be an ex-officio voting member of all committees.

**b)** The VICE-PRESIDENT shall:

- i) assist the President;
- ii) act as President;
  - 1) in the event of the absence of the President, until the President returns to duty;
  - 2) in the event of vacancy in the office of President, for the balance of the term of the person whose departure created the vacancy.
- iii) while acting under 7.5(b) (ii) 1 & 2 of this Article, the Vice-President shall have all the powers of and perform all the duties of the President;
- iv) have such other powers as are assigned to the Vice-President from time to time by the Board of Directors.

**c)** The TREASURER shall:

- i) have such powers and perform such duties as are usually vested in the office of Treasurer;
- ii) have such other powers as are assigned the Treasurer from time to time by the Board of Directors.
- iii) make recommendations to the Board of Directors concerning all aspects of the financing and administration of the Town Hall Association;
- iv) receive, examine and present to the Board of Directors, the financial statements and budgets of the Town Hall Association and all standing committees (if any) that require budgets and financial statements;
- v) comply and ensure compliance with all accounting and bookkeeping requirements

**d)** The SECRETARY shall:

- i) issue or cause to be issued notices for all meetings of the Board of Directors when directed to do so;
  - ii) have charge of the minutes of all meetings of the Board of Directors,
  - iii) have such other powers as are assigned the Secretary from time to time by the Board of Directors.
- e) The MEMBERSHIP SECRETARY shall:
- i) have responsibility for the membership records and provision of notice as required by the Board.
- f) Every officer or assistant officer shall at the time he/she leaves office, turn all the papers and documents of the office or position over to the incoming officer or assistant officer.

## ARTICLE VIII

### 8 Committees

#### 8.1 Standing Committees:

The standing committees shall be such committees as may be set by the Board of Directors from time to time.

#### 8.2 All Standing Committees Shall:

- a) Be chaired by a Chair who is a member of the Board of Directors, appointed by that Committee, and approved by the Board of Directors. The remaining members of such standing committee may be composed of directors or members of the Association approved by the Board of Directors
- b) Operate within the terms of reference set by the Board of Directors
- c) Provide an open forum for discussion by all interested parties.
- d) Report their deliberations, recommendations, and resolutions to the Board of Directors for confirmation and for approval.
- e) Continue to operate for such length of time as shall be determined by the Board of Directors.

#### 8.3 Other Committees of the Board of Directors

The Board of Directors may establish such other committees with such duties and powers and for such length of time, as it shall determine from time to time.

#### 8.4 Meetings of Committees of the Board of Directors

- a) Normally, committees of the Board of Directors will hold their meetings at the Town Hall at such times as the President may determine.
- b) Written notice of every committee meeting shall be posted on the Notice Board of the Town Hall at least seven (7) days prior to the proposed date of the meeting.
- c) Meetings of every committee shall be open except when, at the request of the staff

person named, discussing a personnel matter.

### **8.5 Quorum for Committees**

The majority of the members of the committee shall constitute a quorum at committee meetings.

### **8.6 Voting at a committee meeting**

- a) Members of the committee present shall have a right to vote.
- b) In the case of an equality of votes, the motion shall be declared defeated.

### **8.7 Executive Committee of the Board of Directors**

- a) The President, Vice-President, Secretary and Treasurer or Secretary-Treasurer and Membership Secretary shall serve as members of the Executive Committee along with any other members appointed by the Board of Directors from among the Board of Directors.
- b) The Executive Committee of the Board of Directors shall:
  - i) elaborate and implement policy within the framework of policy enunciated by the Board of Directors;
  - ii) have the power to make or authorize expenditures on behalf of the Board of Directors and to hire during the months of June, July or August and to pay salaries to employees within the framework of the budget;
  - iii) have the power to receive and make recommendations to the Board of Directors with regard to motions and reports from standing committees of the Board of Directors.

## **ARTICLE IX**

### **9 Agents and Employees of the Board of Directors**

#### **9.1 Appointment of Agents and Employees of the Board of Directors:**

- a) The Board of Directors may appoint agents and employees and they shall be paid such remuneration, as the Board of Directors shall by resolution determine from time to time.
- b) The Board of Directors may appoint a Chief Administrative Officer who shall have such duties as the Board of Directors shall by resolution determine from time to time.

## **ARTICLE X**

### **10 Signatures and Fiscal Year of the Board of Directors**

#### **10.1 Cheques:**

Cheques, drafts and orders for the payment of money and all notes and bills of exchange shall be signed by any two (2) of the President, Vice-President, Secretary, Treasurer and Chief Administrative Officer.

#### **10.2 Contracts:**

Contracts, documents or instruments of writing requiring execution by the Association shall be

signed by the President or the Vice-President or such other persons as may be determined by the Board of Directors by resolution from time to time.

### **10.3 Fiscal Year:**

The fiscal year of the Association shall end on the last day of December in each year.

## **ARTICLE XI**

### **11 Budget of the Association**

11.1 Subject to 1.1 and 6.2, the Board of Directors shall prepare and adopt a budget.

11.2 Such budget shall be presented to members for consideration at a General, Special or Annual Meeting, and the recommendations of the members shall be considered by the Board of Directors.

## **ARTICLE XII**

### **12 Amendments to the Constitution of the Association**

12.1 The Constitution of the Association shall be enacted, repealed, re-enacted or amended only by a two-thirds (2/3) majority vote of the members present in person at the Annual Meeting or any Special Meeting.

12.2 In addition to 12.1, any amendments relating to the composition of the Board of Directors, and community groups under 6.1 shall require a two-thirds (2/3) majority vote of the whole Board at a Board Meeting, provided written notice has been given to the Board members ten (10) days in advance of such Board Meeting.

12.3 Proposals to enact, amend, repeal, or re-enact the Constitution may be put forward by the Board of Management or Board of Directors provided that intention to enact, amend, repeal, or re-enact is contained in the Notice for the Special or Annual Meeting at which they are to be voted upon and that the text of any proposed change is posted in a prominent place at the Town Hall no less than twenty-one (21) days in advance of the proposed date of such Special Meeting or thirty (30) days in advance of the proposed date of such Annual Meeting.

12.4 Proposals to enact, amend, repeal, or re-enact the Constitution may be put forward by any member of the Association provided that such proposals are presented to the Board of Directors and Board of Management at a regularly scheduled Board of Directors meeting at least fourteen (14) days prior to the last date by which the Board is required to give notice of the Special or Annual Meeting at which they are to be voted upon in order for the Board of Management and Board of Directors to include the intent for such a proposal to enact, amend, repeal, or re-enact in the notice of such meeting and to post the text of any proposed change in a prominent place at the Town Hall no less than twenty-one (21) days in advance of the proposed date of such Special Meeting or thirty (30) days in advance of the proposed date of such Annual Meeting.

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**SWANSEA TOWN HALL  
BOARD OF MANAGEMENT**

**BY-LAW NO. 1**

**GOVERNING BY-LAW**

**Adopted May 18, 2023**

**With proposed amendments 2024**

and Association of Community Centres (AOCC's) City of Toronto Relationship Framework.

- f) Approving financial statements, as submitted by the Treasurer on a regular basis, including all financial records, budgets, and expenses of the Town Hall.
- g) Holding Annual, General and Special Meetings in consultation with the Swansea Town Hall Association.
- h) Annually determining the nature of the standing committees at the beginning of each new term and creating committees and sub-committees as needed.
- i) Liaise with schools, agencies and community groups in the area to improve the Town Hall's service to the community.

#### **5.6 Meetings of the Board:**

Meetings of the Board will be held in accordance with the Procedural By-Law as well as taking into consideration the following guidelines;

- a) Normally the Board will hold its meetings at 95 Lavinia Avenue at such times as it may determine.
- b) ~~Notice of every Board Meeting shall be delivered, telephoned or telegraphed or sent by electronic means to every each Board Member not less than ten days before the meeting is to take place or shall be mailed to each director not less than twelve days before the meeting is to take place. , and Such~~ notice shall state date, time, location of the meeting, and the general nature of the business to be transacted.

~~If all members of the board present at or participating in the meeting consent, a meeting of the board of member or of a committee of the board of members 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 provided appropriate notice is received.~~

- c) Meetings of the Board shall be open, and notice posted at 95 Lavinia Avenue in advance of each meeting.
- d) Where the Board has set a yearly schedule for Board Meetings and that schedule has been delivered to all Board Members, notice will be deemed to have been given under 5.6 (b).

#### **5.7 Quorum at Board Meetings:**

Quorum at Meetings of the Board will be held in accordance with the Procedural By-Law as well as taking into consideration the following guidelines;

- a) A majority of the members of the Board, who are not members of Council, will constitute a quorum (eight (8) Board Members).
- b) If the Board Member who is the member of council is present, he or she will be counted

towards quorum (nine (9) Board Members).

- c) A vacant position will not be counted to calculate quorum

### **5.8 Voting at Board Meetings:**

Voting at Meetings of the Board will be held in accordance with the Procedural By-Law as well as taking into consideration the following guidelines;

- a) At all meetings of the Board, the members of the Board present shall have the sole right to vote.
- b) At meetings of the Board, the Chairperson shall have a vote, but in the event of a tie, the resolution loses.

### **5.9 Advisors of the Swansea Town Hall Association:**

- a) Advisors, ex-officio, may attend and, speak at Board of Management meetings and receive notices of such meetings, but do not have a vote at Board meetings.
- b) Advisors may sit on committees, if appointed by the Board and have a vote at such committees.

### **5.10 Attendance Requirements at Board Meetings**

- a) The Board has the discretion to permit or excuse a member's absence without further action.
- b) Notwithstanding 5.10 (a) there is a requirement that Board Members attend and participate in the decision making of the Board.
- c) In the event that a Board Member is absent from three (3) consecutive regularly scheduled meetings of the Board, without permission of the Board, the Board Member position will be declared Vacant.
- d) In the event of a request for a Leave of absence by a Board Member, the Board shall endeavour to fill the position where practical.

## **ARTICLE VI**

### **6.1 Officers of the Board:**

- a) The Board of Management **after the Annual General Meeting** will elect its officers from the Board Members **within two (2) at the first regular Board meetings after the City appoints the current Board in its Annual General Meeting** each calendar year.
- b) The officers of the Board of Management shall be: Chair, Vice-Chair, Secretary, and Treasurer or Secretary-Treasurer.
- c) The Board of Management may establish other offices and assistant offices as it deems

necessary, and shall prescribe the powers and duties of such officers or assistant offices.

- d) Subject to Article 6.2 the term of every officer and assistant officer shall be one (1) year. Every officer and assistant officer shall continue to hold office until a successor has been elected or appointed.
- e) No Board of Management Member may hold more than one office nor hold an office and an assistant office at any time, except as Secretary-Treasurer.
- f) All offices must be, and all assistant offices must be, held by Members of the Board of Management.
- g) The maximum consecutive one-year terms for a specific office held by a Board Member is four (4), with this provision becoming immediately effective after the Annual General Meeting in 2024.

## 6.2 Vacancy in an Office:

- a) Vacancy in an office or assistant office shall be declared upon:
  - i) The death of an officer or assistant officer;
  - ii) The resignation of an officer or assistant officer;
  - iii) The removal of an officer or assistant officer;
  - iv) In the event of an officer or assistant officer ceases to be a Board of Management member.
  - v) During a leave of absence of an officer or assistant officer;
- b) The Board of Management may appoint any other Board of Management member, except as provided in part 6.1(e) and 6.1(f) of this Article, to fill a vacant office or assistant position, and the director so appointed shall hold such office or assistant office for the balance of the term of the officer or assistant officer whose departure created the vacancy.

## 6.3 Absence from Meetings or Duties:

In the event of such absence of an officer or assistant office holder, and upon prior due notice of such Board of Management Meetings, the Board of Management may delegate the powers and duties of such officer or assistant officer to any other Board of Management member until the return to duty of the incumbent officer or assistant.

## 6.4 Removal from Office:

The Board of Management may remove any person from an office or assistant office position by a motion passed by a majority vote, upon ten (10) days prior notice to the Board of Management members, of such meeting **provided that the officer or assistant officer has been provided with the grounds for such removal, and been provided with an opportunity to respond to the grounds.**

**An officer or assistant officer is entitled to give the Board of Management members a statement giving reasons for resigning or for opposing their removal if the meeting is called for the purpose of removing them.**

**The Board of Management or person acting on its behalf shall immediately give to the members of the Board of Management a copy of the statement.**

**SWANSEA TOWN HALL**

**Board of Management**

**BY-LAW NO. 2**

**PROCEDURAL BY-LAW**

**Adopted May 18, 2023**

**Proposed Amendments 2024**

## **4. Application and Interpretation**

### **4.1 Interpretation**

A specific statement or rule prevails over a general one.

### **4.2 Authority**

- a) If there is a conflict between two or more rules in this procedural by-law, or if there is no specific rule on a matter, the Chair will rule.
- b) The Chair may use Robert's Rules of Order as an aid in ruling under section 4.2(a).
- c) The Chair may use the Board's practices and former recorded decisions, including previous recorded rulings, in applying these rules and in making rulings.
- d) The Chair may be challenged. A vote by a majority of Board Members will determine if the Chair is upheld.

## **5 Meetings of the Board**

### **5.1 Schedule of Meetings of Board**

- a) The Board will meet on such dates as the Board may set from time to time.
- b) The Board will endeavour to avoid scheduling meetings that conflict with the regular meetings of the following special interest community groups;
  - i) Swansea Area Seniors Association
  - ii) Swansea Area Ratepayers Association
  - iii) Swansea Horticultural Society
  - iv) Swansea Historical Society
  - v) Swansea Town Hall Residences
  - vi) Swansea Parks and Recreations Advisory Council
- c) The Board must meet a minimum of eight (8) times per year.  
*If all members of the board present at or participating in the meeting consent, a meeting of the board of members or of a committee of the board of members may be held by telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously, and provided appropriate notice is received.*

### **5.2 Notice of Meetings of the Board**

- a) The Executive Director will distribute to Board Members and post the Annual Schedule of Board meetings at the Swansea Town Hall after the Board adopts it.
- b) The Executive Director will distribute an agenda and supporting documents at

least 72 hours prior to a Board meeting either in person, or by email, or by telephone to the Board Members stating that materials are at the Swansea Town Hall available for pickup.

- c) For non-regularly scheduled meetings ten (10)-days written notice is required

### 5.3 Notice for Substantive Matters

- a) "Substantive Matters" includes matters relating to and affecting finance, budget, and expenditure of funds and human resource matters, including the allocation of staff resources and general operational policy for matters of a value exceeding Five Hundred Dollars (\$500.00).
- b) Any motion or recommendation relating to "substantive matters" requiring the Board to decide on immediate action, should normally be given to the Executive Director or the Executive Director's delegate in writing at least One Hundred Twenty (120) hours in advance of a Board Meeting. Where possible the Executive Director or the Executive Director's delegate will refer the motion or recommendation to the appropriate Committee(s) for comment.
- c) No motion or recommendation relating to "substantive matters" will be considered by the Board unless it has been circulated prior to the Board meeting in writing.
- d) The Board, by a vote of two thirds (2/3) of the Members of the entire Board, may agree to consider any such motion or recommendation and waive the notice requirement, provided such motion or recommendation has been made available to the Board in writing at the commencement of the meeting prior to the adoption of the agenda
- e) Nothing herein prevents motions or recommendations arising out of matters circulated, or raising matters for information, or requesting a Committee or staff to review and report back to the Board, or the presentation and consideration of recommendations or motions to the Board contained in a Committee report to the Board.

### 5.4 Election of Officers of the Board

- a) The Board of Management after the Annual General Meeting will elect its officers from the Board Members within two (2) at the first regular Board meetings after the Annual General Meeting the City appoints the current Board in each calendar year.
- b) The officers of the Board of Management shall be: Chair, Vice-Chair, Secretary, and Treasurer or Secretary-Treasurer.
- c) The Board of Management may establish other offices and assistant offices as it deems necessary, and shall prescribe the powers and duties of such officers or

- b) The resignation of a Board Member
- c) Although the Board has the discretion to permit or excuse a Board Member's absence without further action;
  - i) If a Board Member is absent from two (2) regularly scheduled consecutive meetings of the Board, the Chair or Secretary will contact the Board Member to ascertain the circumstances of the absence.
  - ii) A vacancy will be declared on the absence of a Board Member for three (3) regularly scheduled consecutive meetings of the Board, without leave being granted by the Board.
  - iii) The failure of a Board Member to retain all the qualifications for membership on the Board.
  - iv) A Board Member is entitled to give the Swansea Town Hall a statement giving reasons for resigning or for opposing their removal if the meeting is called for the purpose of removing them.  
The Swansea Town Hall or person acting on its behalf shall immediately give to the Board Members a copy of the statement.
- d) The failure of a Board Member to retain all the qualifications for membership on the Board.
- e) In the event of a vacancy the Board shall:
  - i) Notify the City Clerk or their designate as soon as possible after a vacancy is declared in an elected Board Member position.
  - ii) Nominate as soon as possible an individual who qualifies for appointment to the Board, to Council or its delegate.
  - iii) In the case of a special interest community group position, the affected group will be requested to provide a name of its new nominee, as soon as practicable.

## 5.8 Qualifications for Appointment

Persons selected for appointment must be

- a) Residents of Toronto and,
- b) At least 18 years of age (the age of majority in Ontario) and,
- c) The majority of Board Members must live within the catchment area and,
- d) Not restricted by the Public Appointments Policy



## 5.9 Cancellling and Rescheduling Board Meetings

- a) The Chair may cancel any Board Meeting other than a special meeting for reasonable cause and shall endeavour to give notice.
- b) The Chair may reschedule a cancelled Board Meeting subject to giving ten (10) days' notice to all Board Members

## 5.10 Quorum for Board Meetings

- a) A majority of the members of the Board, who are not the member(s) of Council, will constitute a quorum (eight (8) Board Members).
- b) If a Board Member who is a member of council is present then she or he will be counted towards quorum (nine (9) Board Members)
- c) A vacant position will not be counted to calculate quorum (number of appointed Board Members divided by two then rounded up to the next whole number).

## 5.11 Quorum Necessary for Board Meetings

- a) When a conflict of interest reduces quorum members, in such case which would result in some Board Members who constitute quorum be ineligible to vote on a certain matter, then two (2) or more Board Members will constitute quorum.
- b) As soon as quorum is present after the time set for the beginning of the meeting, the Chair starts the meeting.
- c) The Chair ensures that a quorum is present whenever a vote is taken.
- d) If no quorum is present **in person or by the telephone or by electronic means** at the time called for the meeting or for thirty (30) minutes after the time called, the meeting is adjourned to the next day scheduled for a meeting. The attending Board Members may form a Committee to address and comment on the agenda and to report to the next meeting.
- e) If quorum is lost during a meeting, the meeting is adjourned.
- f) When a meeting is adjourned due to quorum loss, the secretary will conduct a roll call and record the names of Board Members present prior to adjournment.

## 5.12 Voting at Board Meetings

- a) At all meetings of the Board only the Board Members present shall have

- c) While acting under 6.2(b) of this Article, the Vice-Chair shall have all the powers of and perform all the duties of the Chair.

**6.3 The TREASURER shall:**

- a) Make recommendations to the Board of Management concerning all aspects of the financing and administration of the Town Hall;
- b) Receive, examine and present to the Board of Management, the financial statements and budgets of the Town Hall and all standing Committees (if any) that require budgets and financial statements;
- c) Comply and ensure compliance with all accounting and bookkeeping requirements as set out in The City of Toronto Act, Chapter 24 of the Municipal Code and Association of Community Centres (AOCC's) City of Toronto Relationship Framework and report to the Board on compliance requirements.

**6.4 The SECRETARY shall:**

- a) Issue or cause to be issued notices for all meetings of the Board of Management when directed to do so;
- b) have charge of the minutes of all meetings of the Board of Management;
- c) Have such other powers as are assigned the Secretary from time to time by the Board of Management.

**6.5 Officer Vacating Office**

Every officer or assistant officer shall at the time he/she leaves office, turn all the papers and documents of the office or position over to the incoming officer or assistant officer.

**6.6 Removal from Office:**

The Board of Management may remove any person from an office or assistant office position by a motion passed by a majority vote, upon ten (10) days prior notice to the Board of Management members, of such meeting provided that the officer or assistant officer has been provided with the grounds for such removal, and been provided with an opportunity to respond to the grounds.

An officer or assistant officer is entitled to give the Board of Management members a statement giving reasons for resigning or for opposing their removal if the meeting is called for the purpose of removing them.

The Board of Management or person acting on its behalf shall immediately give to the members of the Board of Management a copy of the statement.

### **10.3 Notice of Annual General Meeting**

a) Notice **in writing** of the Annual General Meeting shall be given **no earlier than (50) fifty days and no later than** at least thirty (30) days in advance and in such a manner to ensure that members have reasonable opportunity to receive such notice.

**Without limiting the generality of 10.3 (a), notice may be delivered in person or by email or by electronic means.**

b) The notice shall advise of no less than the following:

- i) Date, time and location of the meeting;
- ii) Availability of the Annual Report of the Board of Management;
- iii) Last date for which nominations to the Board will be received;
- iv) Intent to propose any amendments to the Governing By-Law;
- v) Any other proposed business.

### **10.4 Quorum at the Annual General Meeting:**

Twenty (20) general members or ten per cent (10%) whichever is the greater shall constitute a quorum at the Annual Meeting.

### **10.5 Voting at the Annual General Meeting:**

- a) At any meeting of the membership, all members qualified to vote shall have one(1) vote and such a vote shall be given personally and not by proxy.
- b) Questions arising out of any Annual or Special Meeting shall be decided by a majority vote.
- c) Those members qualified to vote must belong to the membership of Swansea Town Hall and reside within the catchment area.

### **10.6 Special Meetings of the Membership:**

A Special Meeting of the membership shall be called upon:

- a) A motion passed by the Board to call a Special Meeting.
- b) Submission to the Board of a request for a Special Meeting signed by twenty-five (25) members stating the object of the proposed meeting. A Special Meeting so

requested shall be held not later than one (1) month after the date the request was submitted to the Board.

#### **10.7 Notice of Special Meeting:**

Notice of a Special Meeting shall be posted in a conspicuous place in the Town Hall and given in such other manner as the Board deems appropriate, at least fourteen (14) days- in advance of the proposed date of the meeting, and shall state the date, time, location and purpose of the meeting.

#### **10.8 Attendance at a General or Special Meeting**

Any person entitled to attend a meeting of members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Swansea Town Hall makes such means available. A person so participating in meeting is deemed to be present at the meeting.

#### **10.9 Meeting May be Virtual or Hybrid**

The Board of Management may hold a virtual or hybrid meeting, which may be held entirely by telephonic or electronic means or a combination of telephonic or electronic means or in person that permits all participants to communicate adequately with each other during the meeting.

#### **10.10 Request for meeting by Members of the Board**

Board Member have a right to demand a meeting if at least (10%) ten per cent of Board Members vote to send a request with reasons to each Board Member and the Executive Director. The Executive Director must give notice of a Board Meeting in accordance with the provisions of this By-law and other relevant by-laws of the Swansea Town Hall.

#### **10.11 Adjournment of Meetings**

Any meetings of the members of the Swansea Town Hall may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, provided, such meeting continues within (30) thirty days; however if such adjournment is for more than (30) thirty days then there must be fresh notice of the meeting. Such adjournment may be made notwithstanding that no quorum is present.