



CSSP Centre for Spanish Speaking Peoples

CGHH Centro para Gente de Habla Hispana

BYLAW 1-2024

OF THE CENTRE FOR SPANISH SPEAKING PEOPLES

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A by-law relating to the transaction of the affairs for the Centre for Spanish Speaking Peoples. BE

IT ENACTED as a by-law of the Centre for Spanish Speaking Peoples as follows:

1. HEAD OFFICE

- 1.1. The Head Office of the Centre for Spanish Speaking Peoples (the **Corporation**) shall be in the City of Toronto, and at such place therein as the directors shall from time to time determine.

2. SEAL

- 2.1. The Seal, and impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

3. MEMBERSHIP

- 3.1. The Membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships, unincorporated associations and other legal entities who support the goals of the Corporation and are admitted as Members by the Board of Directors.

- 3.2. Applications for membership and renewal of membership shall be submitted to the Secretary. Applications for membership will not be accepted within five working days of the Annual General Meeting or other Members' Meeting, but will be accepted immediately after the Members' Meeting.

- 3.3. Members may resign by resignation in writing delivered to the Secretary. Their resignation shall be effective upon acceptance thereof by the Board of Directors.

- 3.4. In case of resignation, a member shall remain liable for payment of any membership dues or other fees which became payable to the Corporation prior to acceptance of the resignation.

- 3.5. A Member may have their membership terminated by the Board of Directors for cause, including not supporting the goals of the Corporation, providing the procedure for expulsion is in accordance with the Ontario Not-for-Profit Corporations Act (the **Act**).

3.6. MEMBER DUES

The annual dues or fees payable by Members shall from time to time be fixed by the Board of Directors.

- (a) Any Member in default of their membership dues or fees for more than three months shall automatically cease to be a Member of the Corporation.



4. MEMBERS' MEETINGS

- 4.1. The Annual General Meeting or any other Members' Meetings shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and at such time as the Board of Directors may determine.
- 4.2. At every Annual General Meeting, in addition to any other business that may be transacted, the Directors' Report, the financial statements, and the Auditor's Report shall be presented, Directors shall be elected, and an Auditor shall be appointed.
- 4.3. The Board of Directors or the President or Vice-President shall have power to call a Members' Meeting.
- 4.4. Notice of any Annual or other Members' Meeting shall be sent by physical or digital mail addressed to each member at their address as recorded in the membership list of the Corporation and delivered at least 10 days and at most 50 days prior to the Meeting.
- 4.5. Any Members' Meeting may be held at any time and place without notice if all the Members are present or represented by proxy.

4.6. ERROR OR OMISSION IN NOTICE

When notice of a Members' meeting is received generally by Members, the accidental omission to give notice to any member thereof or the non-receipt of any notice by any member thereof shall not invalidate any resolution passed or any proceedings taken at that meeting.

4.7. QUORUM OF MEMBERS

Two Voting Members present in person shall be a quorum for any Members' meeting for the choice of a chairperson and the adjournment of the meeting; for all other purposes a quorum for any Members' meeting shall be not less than twenty Members present in person or represented by proxy.

4.8. VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Articles of the Corporation, each member of the Corporation in good standing shall be entitled to one vote on each question arising at any special or general Members' meeting. Corporations, memberships, and other legal entities may vote through a duly authorised proxy. Such proxy needs not themselves be a member but before voting shall produce and deposit with the Secretary direction in writing from their constituent to act as proxy. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he or she has paid all dues or fees, if any, then payable by him or her. No individual is entitled to present one proxy more.

- 4.9. At all Members' meetings every question shall be decided by a majority of votes of the Members present in person or represented by proxy unless otherwise

required by the bylaws of the Corporation, or by law. Every resolution shall be decided by a show of hands, every member having voting rights shall have one vote, and, unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

- 4.10. If the demand for a poll is not withdrawn, the question shall be decided by a majority of votes cast by the Members present in person or by proxy, the poll shall be taken in such manner as the Chairperson shall direct, and the result of the poll shall be deemed the decision of the Members upon the matter in question.
- 4.11. In case of an equality of votes when deciding a question at a Members' meeting the Chairperson shall be entitled to a second or casting vote.

5. **BOARD OF DIRECTORS**

- 5.1. The affairs of the Corporation shall be managed by a board consisting of eleven elected Members, in addition, the Executive Director of the Corporation is a member *ex-officio* of the Board of Directors, and is an officer of the Corporation.
- 5.2. A minimum of five directors shall constitute a quorum of directors in office.
- 5.3. Should the number of directors in office fall below five a Members' meeting must be called to elect directors to fill all vacant directorships.
- 5.4. Each member of the Board of Directors shall at the time of their election or within ten days thereafter and throughout their term of office be a member of the Corporation.

5.5. **ELECTION OF DIRECTORS**

The term of a Board member is 3 years, renewable for one additional term.

- 5.6. The President and Vice- President, after completing two consecutive terms of office, may continue their second term for one additional year to provide continuity.
- 5.7. At each Annual General Meeting (AGM), Board members shall be elected to fill any vacancies. Previous Directors, with the exception of the past Board President, may sit as *ex-officio* Board members.
- 5.8. *Ex-officio* Board members, except the Executive Director, may be re-elected to the Board after a one-year absence or be appointed to the Board prior to a one-year absence in the event of a Board vacancy. Former staff members of the organisation are eligible to be elected to the Board after so long as they have not been staff for at least two years.
- 5.9. The election may be by a show of hands unless a member demands a ballot.

5.10. **BOARD VACANCIES**



The Members may, by resolution passed at a Members' meeting called for this purpose, remove any director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person to serve the remainder of the removed director's term.

5.11. A director for whom a resolution for removal is on the agenda for a Members' meeting must receive at least 15 days notice of the Members' meeting, the notice must include the reasons for consideration of removal, and the director must be provided an opportunity to address the Members before the resolution for removal is decided.

5.12. Any vacancy on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by appointment of the directors from among the qualified Members of the Corporation. The person so appointed shall serve for the balance of the vacated.

5.13. REMOVAL OF BOARD MEMBERS

The Board of Directors acting in the interest of the Corporation and in interest of efficiency may by resolution passed at regular meeting of the Board recommend to Members a resolution for removal for their consideration at a Members' meeting called for this purpose. Such a resolution may be considered for any of the following reasons:

- (a) Failure of the Board member to attend two consecutive meetings without a reason acceptable to the Board, or failure to attend one half of the regular Board Meetings in a year's period, or
- (b) Failure of the Board Member to participate in at least one committee.

5.14. DIRECTORS AND EXECUTIVES OF SIMILAR ORGANISATIONS

Members of the Boards of Directors and Executive Directors of other Ontario Corporations providing similar services to those provided by the Corporation shall not become members of the Board of Directors. They are deemed to have a conflict of interest.

5.15. POWERS OF DIRECTORS

The directors of the Corporation may, consistent with these bylaws, administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all other powers and do all other acts and things Corporation is authorised to do.

5.16. BORROWING

The Board of Directors may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell, or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

5.17. REMUNERATION OF DIRECTORS

The directors shall not receive remuneration for their services. Directors shall be reimbursed for reasonable expenses incurred when performing their duties as approved by the Board.

5.18. INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify a director or officer or a former director or officer of the Corporation and the heirs and legal representatives of any such person, against all costs, charges and expenses whatsoever that they sustain or incur in or about any claim, action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing made, done or permitted by them, in connection with the execution of the duties of their office including an amount paid to settle an action or satisfy a judgement, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which the person is made a party by reason of being or having been a director or officer of the Corporation, provided that:

- (a) The person acted honestly and in good faith with a view to the best interests of the Corporation; and,
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the relevant conduct was lawful.

5.19. The Corporation may, with the approval of the court, indemnify a person referred to above in respect of any action by or on behalf of the Corporation to procure a judgement in their favour, to which the person is made a party by reason of being or having been a director or officer of the Corporation, against all cost, charges and expenses reasonably incurred by that person in connection with such action if the person fulfils the conditions set out in article No. 20, paragraph (a) and (b) above.

5.20. Notwithstanding anything on this section, a person referred to above is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by that person in connection with any civil, criminal or administrative action or proceeding to which the person is made a party by reason of being or having been a director or officer of the Corporation, if the person, if the person seeking indemnity:

- (a) was substantially successful on the merits in that person's defence of the action or proceeding; and,
- (b) fulfils the conditions set out in article No. 20, paragraph (a) and (b).

6. BOARD MEETINGS

6.1. QUORUM

A majority of the directors in office shall constitute a quorum at any meeting of the Board of Directors.

6.2. If the President is present at a Board of Directors meeting the President shall be the meeting chair. If the President is not present then the Vice-President, if present, shall be the meeting chair. If neither the President nor the Vice-President are present then the Directors present, provided that they constitute a quorum, may choose a meeting chair from amongst themselves.

6.3. Meetings of the directors may be held either at the head office of the Corporation or wherever, within or outside Ontario, the directors determine.

6.4. Regular meetings of the directors shall be held monthly or as the directors determine. Notice is not required for the first meeting of the Board of Directors after a Members' meeting at which an election was held. Notice is not required for the first regular Board of Directors meeting to which a director appointed to fill a vacancy would be expected to attend.

6.5. Directors' meetings may be called by the President, Vice-President, or Secretary. Notice of such a meeting shall be delivered physically, verbally, by telephone, or digitally to each director not less than five days before the meeting is to take place. Notwithstanding the obligation to provide notice, meetings of the directors may be held at any time if all the directors in office are present, or those who are absent have signified their consent in writing to the meeting being held in their absence. Staff members required to attend Board meetings shall be notified of such meetings.

6.6. VOTING

Questions arising at any Board of directors meeting shall be decided by a majority of votes.

6.7. The staff of the Corporation is entitled to be represented at Board of Directors meetings (except for *in camera* items unless invited by the Board) by up to two staff members exclusive of the Executive Director and the Union Steward.

6.8. Directors cannot vote by proxy.

6.9. In case of an equality of votes, the meeting chair, in addition to their original vote, shall have a second casting vote.

7. OFFICERS OF THE CORPORATION

7.1. There shall be a President, a Vice-President, a Secretary and a Treasurer of the

Corporation. One person may hold more than one office, except that neither the offices of President and Vice President nor the offices of President and Secretary can be held by one person simultaneously. The Directors shall appoint the Officers from among their number at the first meeting of the Board of directors after the annual Members' meeting.

7.2. The Executive Director is an Officer of the Corporation.

7.3. In the absence of the President the President's duties may be performed by the Vice-President or such other director as the board may appoint for the purpose.

7.4. Any officer of the Corporation, on a motion by the Board of Directors, may be removed from their position as an officer and replaced by another member of the Board of Directors. Such removal can only be affected by a two-thirds majority of the Board of Directors.

7.5. **DUTIES OF PRESIDENT AND VICE-PRESIDENT**

The President shall, when present, preside at all meetings of the Members of the Corporation, and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all bylaws.

7.6. **DUTIES OF THE SECRETARY**

The Secretary shall be an ex-officio clerk of the Board of Directors. The Secretary shall record all facts and minutes of all proceedings at meetings of the Board of Directors and Members' meetings in the books kept for that purpose. The Secretary shall direct staff of the Corporation to give all notice required to be given to Members and to Directors. The Secretary shall be the custodian of the seal of the Corporation and of all the books, papers, records, correspondence, contracts and other documents belonging to the Corporation and shall deliver up only when authorised by a resolution of the Board of Directors to do so and only to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

7.7. **DUTIES OF THE TREASURER**

7.8. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors, at the regular meetings thereof or whenever required, an account of all transactions, and of the

financial position of the Corporation. The Treasurer shall meet regularly with the accountant or accountants retained by the Corporation and shall monitor the bookkeeping performed by such accountants. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

8. COMMITTEES

8.1. The Board of Directors works in Committees; every board member must participate in at least one committee. Committees shall appoint a chair and have a written mandate approved by the Board. There shall be Board members, staff and members of the community at large on every committee. Committees are accountable to the Board of Directors. Whenever possible, committees meet on a monthly basis. Committees shall take and keep minutes of their meetings. The standing Board Committees are:

- (a) The Executive Committee, and
- (b) The Finances Committee.

8.2. Each of these committees shall be chaired by a Board member. In addition, the Board of Directors shall ensure that all active programs operated by the Corporation shall have a committee in place to provide oversight. The number of such committees may vary from time to time depending on the number of existing programs and the need for oversight.

8.3. The Executive Committee shall consist of the officers of the Corporation. It is primarily responsible for the implementation of the Board's resolutions. The Executive Committee may be commissioned by the Board of Directors to act on behalf of the Board. The Executive Committee may also act in emergency matters that arise between regularly scheduled meetings of the Board. The Executive Committee is directly accountable to the Board of Directors.

9. EXECUTION OF DOCUMENTS AND SECURITIES

9.1. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two Officers of the Corporation, and such signing Officers may affix the seal of the Corporation to such instruments as required.

9.2. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Officers of the Corporation or by any other person authorised by the Board.

9.3. Any Officer of the Corporation or any other person authorised by the Board of Directors, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individuals or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptance or transfers, and may make, execute and deliver under the

corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

9.4. CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed such Officers or employees, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such Officers or employees may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's rubber stamp for the purpose. Any one of such Officers or employees so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers for the credit or the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or employees so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign the entire bank's forms or settlement of balances and release or verification slips.

9.5. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agents or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the securities so withdrawn from deposit or the proceed thereof.

10. BOOKS AND RECORDS

10.1. The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

11. FINANCIAL YEAR

11.1. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st, day of March in each year.

12. NOTICE

- 12.1.** Whenever under the provisions of the bylaws of the Corporation notice is required to be given, such notice shall be delivered physically, verbally, by telephone, or digitally addressed to the Director, Officer or Member at their address as it appears in the records of the Corporation.

13. DISSOLUTION

- 13.1.** In the event of dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to one or more public benefit corporations which carry on their work solely in Ontario.

14. INTERPRETATION

- 14.1.** In this bylaw and in all other bylaws of the Corporation passed from time to time, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be.

PASSED by the Members of the Corporation at the Annual General Meeting on the 12th day of January 1995.

AMENDED by the Members of the Corporation at the Annual General Meeting on the 28th day of October 2021.

AMENDED by the Members of the Corporation at the Annual General Meeting on the 24th day of October 2024.

