

CONSTITUTION

THE ONTARIO BLACK HISTORY SOCIETY

PREAMBLE :

The Ontario Black History Society is a non-profit organization founded June 6, 1978 .

NAME:

The name of the organization is the Ontario Black History Society.

OBJECTIVE:

33 The Society shall have 'the following aims and objectives.

- a) To promote interest in Black History in Canada and in Ontario, in particular.
- b) To sponsor educational meetings and conferences regarding Black History in Canada, and particularly in Ontario;
- c) To initiate, promote and encourage research into Black history in Canada, and particularly in Ontario ;
- d) To promote inclusion in school curricula of material on Black history in Canada, and particularly in Ontario. ;
- e) To cooperate with, and encourage, other organizations interested in Canadian Black history.
- f) To sponsor or support initiatives designed to further understanding and appreciation of Black history and/or culture ;
- g) To initiate leadership programs and to provide appropriate services to assist young people to understand the relevance of Black history in their life endeavors and pursuits towards becoming productive and effective Canadian citizens;
- h) To provide funding and to raise funds to further and assist the objectives of the Society.

ORGANIZATION:

The governing body of the organization shall be the general membership .

BOARD OF DIRECTORS:

The Board of Directors shall be responsible for policy and administration.

EXECUTIVE COMMITTEE:

The Executive Committee shall be involved in the implementing of policy and programs determined by the Board of Directors.

OFFICERS OF THE SOCIETY:

The officers of the Society shall be: -
President
Vice-President (2)
Chairperson of the Executive Committee
Treasurer
Secretary

STANDING AND AD HOC COMMITTEES:

The Standing and Ad Hoc Committees shall be appointed annually by the Board.

Standing Committees shall include the following:

Budget ,
Fund Raising ,
Membership ,
Program ,
Research
Communications

Ad Hoc Committees shall be established at the pleasure of the Board.

MEMBERSHIP :

The Board of Directors may create two classes of membership.

- a) PARTICIPATING MEMBERS - who will be actively involved in the operation of the society through membership on committees and involvement in special projects .
- b) NON-PARTICIPATING MEMBERS which may be comprised of individuals, organizations and corporations who may not be actively involved in the day-to-day operation of the Society or in the implementation of programs, but who may, through providing special funding or becoming involved in special projects, contribute to the work of the Society.

FEES :

The Board of Directors may, from time to time, establish appropriate fees or annual dues payable by the participating and non-participating members .

All members who pay the prescribed fees and dues will be eligible to vote at the Annual Meeting.

ONTARIO BLACK HISTORY SOCIETY

GENERAL BY-LAW

Be it enacted, and it is hereby enacted as a By-law relating generally to the conduct of the Affairs of the O. B. H. S. (hereinafter called the " Society") as follows:

CORPORATE SEAL:

1.01 The Seal of the Society, an impression of which is stamped in the margin hereof, shall be in such form as shall be prescribed by the Board of Directors of the Corporation and shall bear the words ONTARIO BLACK HISTORY SOCIETY .

INTERPRETATION :

2.01 In this By-law of the Society, the singular shall include the plural and the plural the singular; the word "person" shall include organizations, groups, individuals, and the masculine shall include the feminine.

HEAD OFFICE:

3.01 The Head Office of the Society shall be located in the municipality of Metropolitan Toronto, in the province of Ontario, Canada, at such place therein as the Board of Directors of the Society may, from time to time, determine.

3.02 The Society may establish such other offices and agencies within Ontario or elsewhere as the Board of Directors may deem expedient by Resolution.

MEMBERSHIP :

4.01 The membership of the Society shall consist of such persons or classes as determined by the Board of Directors .

BOARD OF DIRECTORS:

5.01 The property and affairs of the Society shall be the responsibility of the Board of Directors, to a maximum of fifteen (15) Directors as elected at the Annual Meeting of the Members, of whom shall constitute a quorum; and who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the by-laws or any special resolution of the Society or by Statute expressly directed or required to be done by the Society at a General Meeting of Members .

5.01.1 Directors who have served the Society with distinction for 12 years or more and have permanently resigned from the board shall be eligible to be considered for election to the position honorary director. Election of an honorary director shall be wholly within the discretion of the board and shall require the affirmative vote of eight or more directors. Honorary directors are elected for life, subject only to resignation or removal by an affirmative vote of eight or more directors. Honorary directors shall not have any of the rights, powers or duties of directors. Reference in this bylaw to "directors" does not mean or include honorary directors.

5.02 Each Director shall be eighteen (18) or more years of age and subject to the provisions of the Canada Corporations Act or any successor statute regulating the Society, shall be a member of the Society.

5.03 Should the Board determine the number of Directors shall be fifteen (15), in order to ensure continuity -
initially five Directors would be elected for a one (I) year term,
Five (5) Directors for a two (2) year term, and the balance of the Directors for a three (3) year term.

Subject to the provisions of Sections 5.04 and 5.05 hereof, such Directors shall hold office until the first, second and third annual meetings respectively after the meeting at which they were elected.

All Directors shall be eligible for re-election. At each subsequent annual meetings of members, all Directors then standing for re-election shall be elected for a three-year term, and subject to the provisions of sections 5.04 and 5.05, shall hold office until the expiration of their terms.

5.03.01 A director shall hold office from the date he or she was elected or appointed until, subject to the provisions of 5.04 and 5.05 the next annual meeting of members two years after he or she was elected or appointed.

5.04 The office of a Director of the Society shall automatically be vacated and he shall cease to be a member of the Society -

a) If he is adjudicated by a court of competent jurisdiction to be of unsound mind;

b) If he is convicted of any criminal offence;

c) If, by notice in writing to the society, he resigns his office; or d) on death.

5.05 Members may, by resolution passed by a majority of the votes cast at an annual meeting (of which notice specifying the intention to pass such resolution has been given), remove any Director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

5.06 Directors shall serve without remuneration and no Director or Officer shall directly or indirectly receive any profit from his position as such; provided that a Director may, by resolution of the Board of Directors, be paid reasonable expenses incurred by him in the performance of his duties.

MEETINGS OF THE DIRECTORS:

6.01 Meetings of the Board of Directors and any Committee thereof may be held at any time and place to be determined by a quorum of the Board. Notice of any such meeting shall be delivered or mailed, or other acceptable and available means of communication, to each Director not less than seven (7) days (exclusive of the day on which the notice is delivered or mailed, but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board of Directors or any Committee thereof may be held at any time without formal notice if all of the Directors or Committee members are present or those absent have waived notice and have signified their consent in writing to the meeting to be held in their absence. Notice of any meeting or irregularity in any meeting, or the notice thereof, may be waived by any Director.

6.02 Questions arising at any meeting of the Board of Directors or Committee thereof shall be decided by a majority of votes.

6.03 In case of an equality of votes, the Chairperson of the meeting, in addition to his original vote, shall have a second or casting vote.

ANNUAL MEETING OF MEMBERS

- 7.01 The Annual Meeting of members of the Society shall be held at any place on such day and at such time as the Board of Directors may, by resolution, determine when there shall be presented a report of the proceedings of the previous year , a Financial Statement of the Directors, the Auditors ' report and such other information or material related to the Society's affairs as may be of importance or interest.
- 7.02 A printed, legibly written, or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be sent to each member not less than twenty-one (21) nor more than fifty (50) days, (exclusive of the day of mailing but inclusive of the day for which notice is given) before the date of every meeting directed to the address of each member as it appears on the books of the society or if no address is given therein, then to the last address of each such member known to the Society.
- 7.03 Notice of such meeting or any irregularity in the meeting or in the notice thereof may be waived by any member.
- 7.04 The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at the Annual Meeting.
- 7.05 Each member shall be entitled to one vote on each question arising at any meeting. Members may act through their proxies and the form of such proxies may be determined by the Board.
- 7.06 Every question submitted to members at any meeting shall be decided by a majority of votes unless otherwise specifically provided by statute or by these by-laws, and in case of an equality of votes, the President/Chairman of the meeting shall have a second or casting vote.
- 7.07 At any meeting unless a poll is demanded, a declaration by the President/Chairman of the meeting that the resolution has been carried or carried unanimously by a particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence of the fact.
- 7.08 In the absence of the President and Vice-President (s) the members present shall choose another Director as Chairman for such meeting.
- 7.09 If, at any meeting a poll is taken on the election of a chair- person of such meeting, or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such manner and either at once, or after adjournment, as the chair- person of such meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

7.10 The President of the Board of Directors may, with the consent of the majority of those present at any meeting, adjourn the same from time to time and no notice of such adjournment need be given. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before

or dealt with at the original meeting in accordance with the notice calling the same.

7.11 A quorum for the transaction of business at any meeting of members shall be 30 members present in person or by proxy. -

If a quorum is present at the opening of any meeting of members, the members present in person or by proxy may proceed with the business of the meeting. If a quorum is not present at the opening of any meeting of members, the members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

POWERS OF DIRECTORS

8.01 The Directors of the Society shall oversee the administration of the affairs of the Society in all things and may make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the society is by its charter or otherwise authorized to exercise or do. This is including Without limitation, the election of Officers and members of the Executive Committee, review of the Society' s objectives and the establishment of policy concerning its activities, examination of the Society's financial reports and appointment, by resolution, of its auditors, all subject to approval by the general membership at the ensuing Annual meeting.

8.02 The Directors shall have power to authorize expenditures on behalf of the Society for the purpose of furthering the objectives of the Society and the Board may delegate, by resolution, to an officer or officers of the Society the right to carry out such activities.

8.03 The Board of Directors may, at any time, appoint from its members an Executive, or other Committee, consisting of such number as the Board of Directors may deem advisable, together with such alternates as the Board of Directors may deem advisable, to take the place of any absent member or members at any meeting of such Committee. The aforementioned Committees may co-opt other persons as they deem advisable on an ex-officio basis. The Board may strike standing or ad hoc committees to advance the work of the Society.

- 8.04 Any Committee shall act and shall have such authority as the Board may, from time to time, delegate. Each Committee shall keep records of all meetings and actions, which records shall be open to inspection by the Directors. Each Director shall receive a copy of the Minutes of all Meetings. Unless otherwise ordered by the Board of Directors, any Committee may prescribe its own rules for calling and holding meetings, including a telephone meeting, by a majority of its members or without a meeting by a writing or writings signed by all of its members.
- 8.05 The Board of Directors shall take such steps as they deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Society.
- 8.06 Meetings of the Executive Committee may be held at any time and place to be determined by the Chairperson of such Committee, provided that forty-eight (48) hours notice of such meeting shall be sent in writing to each member (or other acceptable & available means of communication). 50% of the members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive meeting of the Society shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 8.07 Each Committee duly established under Section 8.03 hereof may at any time appoint such sub-committee or sub-committees as it may deem advisable.

LIABILITY :

- 9.01 Subject to any applicable statute, no Director or Officer of the Society shall be liable for the Acts, receipts, neglects, or defaults of any other Director or Officer or employee or for joining in any receipt or act or conformity or for any loss, damage, or expense happening to the Society unless the same shall happen by or through his own willful act or his own willful default.

OFFICERS :

- 10.01 Subject to Section 10.12 hereof, the Board of Directors shall, at the Annual Meeting or as often as may be required, appoint a President, one or more Vice-Presidents, a Secretary and a Treasurer. The offices of the Secretary and Treasurer may, in the discretion of the Board of Directors, be held by the same person.
- 10.02 The Directors may appoint such other Officers as they shall deem necessary who shall have such authority and shall perform such duties as may, from time to time, be prescribed by the Board of Directors.
- 10.03 The Officers of the Society shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead .
- 10.04 Officers shall be subject to removal by resolution of a majority of the Board of Directors at any time with or without advice as to the cause.
- 10.05 In the absence or inability to act of the Chairman, a Vice-Chairman or any other Officer of the Society or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being, provided that a majority of the Board of Directors concur therein.
- 10.06 Subject to Section 10.12 hereof, the Chairman shall, when present, preside at all meetings of the Board of Directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall perform all duties incident to his office and shall have such other powers and duties as may, from time to time, be assigned to him by the Board of Directors .
- 10.07 The Vice-Chairman or, if more than one, the Vice-Chairman in order of seniority shall be vested with the powers and shall perform all the duties of the Chairman in the absence, or disability, or refusal to act of the Chairman. The Vice Chairmen shall have such powers and duties as may, from time to time, be assigned to them by the Board of Directors .
- 10.08 The Secretary shall have charge of the Minute books of the Society and other documents and registers . He shall ensure that records of votes and minutes of all proceedings are kept. He shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as the Directors may require of him. He shall be custodian of the Seal of the Society which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in such resolution.

10.09 The Treasurer shall keep, or cause to be kept, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society, and shall control the deposit of all monies, securities and other valuable effects in the name of the Society in such bank or banks or with such depository or depositories as the Board of Directors may direct from time to time. He shall disburse, or cause to be disbursed, the funds of the Society as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the Chairman/or his delegate, and the Board of Directors at the regular meeting of the Board, or whenever they require it, an account of all transactions and a statement of the financial position Page 8/

of the Society. He shall also perform such other duties as

the Board of Directors require of him. He may be required to give such bond for the faithful performance of his duties as the Board of Directors in their controlled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Director to receive any indemnity thereby provided.

10.10 If the office of the Chairman, a Vice-Chairman, Secretary, Treasurer, or more than one of them, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors by resolution duly passed at any meeting duly called and held, may elect or appoint an Officer to fill such vacancy.

10.11 The duties of all other Officers Of the Society shall be such as the Board of Directors require.

10.12 The Board of Directors may appoint an Executive Director and delegate to him full authority to manage and direct the business and affairs of the Society (except such matters and duties as by law must be transacted or performed by the Board of Directors) and to employ and discharge agents and employees of the Society or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the Board of Directors of the Society. He shall , at all reasonable times, give to the Directors or any of them all information they may require regarding the affairs of the Society.

10.13 The Executive Director may recommend to the Board the appointment of one or more Assistant Executive Directors who shall assist the Executive Director, and shall perform such other duties as may, from time to time, be assigned to him or them by the Board of Directors.

EXECUTIVE COMMITTEE :

- 11.01 The Board of Directors shall appoint an Executive Committee for a one-year term.
- 11.02 The Executive Committee shall include the Chairman and/or his delegate, Treasurer, Secretary and Chairman of Standing Committees who, at the discretion of the Board, should be involved in the implementing of policy and programmes determined by the Board of Directors .
- 11.03 The Board may appoint other members of the Society to the Executive Committee provided that Directors constitute a majority of the members of the Executive Committee.
- 11.04 The Executive Committee shall supervise the activities of the Executive Director, in accordance with the job description of the office of Executive Director approved by the Board.
- 11.05 The Executive Committee may appoint a Management Committee to provide the Executive Director with direction and guidance in matters related to' the day-to-day operation of the business of the Society.
- 11.06 The Management Committee should be considered a sub-committee of the Executive Committee.
- 11.07 The Chairman of the Management Committee should, when practicable, be the Chairperson of the Executive Committee. The Secretary and Treasurer should be the other members of the Management Committee unless, for practical reasons, the Executive Committee deems otherwise.

ARBITRATION :

- 12.01 If a conflict occurs between the Executive Director and the Executive Committee, he shall have the right to advise the Board of Directors in writing of the issue in dispute and the Board shall appoint a special Committee to review the matter in issue and report to the Board.
- 12.02 The Executive Director shall be served with a copy of the sub- committee s report.
- 12.03 If the Executive Director is not satisfied with the Committee' s recommendations, he shall advise the Chairman of the Board who shall, within two weeks, convene a meeting of the Board at which time the matter will be reviewed.
- 12.04 The Executive Director shall have the right to appear and/or be represented at the above mentioned Board meeting.
- 12.05 The decision of the Board shall be in writing, with or without reasons, and shall be served on the Executive Director.
- 12.06 The decision of the Board shall be binding on all parties and shall be final.

AUDITORS :

13.01 The members shall , at each annual meeting , appoint an auditor to audit the accounts of the Society to hold office until the next Annual meeting provided that the Board of Directors may fill any casual vacancy in the office of Auditor. The remuneration shall be fixed by the Board of Directors.

EXECUTION OF INSTRUMENTS :

14.01 Contracts, Documents or any instruments in writing requiring the signature of the Society may be signed by the Chairman or a Vice-Chairman, the Secretary, the Treasurer, a Director or other designated person, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board of Directors shall have power, from time to time, by resolution to appoint any officer of officers or any person or persons on behalf of the society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

14.02 The Seal of the Society may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors .

Books & Returns:

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

Amendment of the By-Laws

14.04 By-laws of the Society may be enacted, and the By-laws repealed or amended by by-laws enacted, by a majority of the Directors at a meeting of the Board of Directors, and sanctioned by an affirmative vote of a majority of the members at a meeting duly called for the purpose of considering the said by-laws, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

DATED AT THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO, THIS
10th DAY OF JUNE, 2016, A D.