

UPDATED CONSTITUTION AND BY-LAWS OF 10 CARDEN SHARED SPACE INC.

Updated June 2024

By-laws and Constitution 10 Carden Shared Space Inc. WHEREAS by Letters Patent dated the 17 of November, 2009, 10 Carden Shared Space was incorporated.

BY-LAW NUMBER 1

A by-law relating generally to the
conduct of the affairs of

10 CARDEN SHARED SPACE
(the 'Corporation')

1.0 INTERPRETATIONS

1.1. In this by-law and all other by-laws and resolutions of 10 Carden Shared Space, unless the context requires otherwise: "act" means the Corporations Act of Ontario

1.2. "Board" means the Board of Directors of the Corporation and "Board meeting" means a meeting of the Board of Directors of the Corporation.

1.3. "Member in good standing" means a Member of the Corporation who has paid the membership fee for the current year or who is an active Community Bond Investor. References to "persons" shall include individuals, corporations, and unincorporated organizations.

2.0 CORPORATE SEAL

2.1. The seal, an impression of which is stamped in the margin, shall be the seal of the Corporation.

3.0 HEAD OFFICE

3.1. The Head Office of the Corporation shall be in the City of Guelph, in the Province of Ontario with location to be determined by the Board.

4.0 CONDITIONS OF MEMBERSHIP

4.1. The membership shall consist of such individuals, unincorporated groups, organizations, corporations, and legal entities as are admitted as Members by the Board, approved at the Annual General Meeting.

Membership in the Corporation shall be limited to those interested who are in furthering the objects of the Corporation, and shall consist of:

- a) Anyone who is interested in admission as a Member (via the 10C Member Registration Form), meets membership criteria, and who agrees to abide by the conditions of membership and has been approved then ratified by the Board, or
- b) Anyone who is an active Community Bond Investor (via Community Bond Registration Form) in the related Corporation of 42 Carden Shared Space.



4.2. Membership Classes:

- Student – paying, 1 vote
 - This is a membership for active students in secondary or postsecondary school.
- Market Vendor – paying, 1 vote
 - This membership is for current, approved Guelph Farmers’ Market vendors.
- Individual – paying, 1 vote
 - This membership is for an individual not directly associated with an organization, working independently.
- Organization – paying, 1 vote
 - This membership is for not-for-profit or for-profit groups working in social change.
- Nourish – paying, 1 vote
 - This is a membership for those running a food business or not-for-profit or for-profit organization using the Nourish Kitchen.
- Venture – paying, non-voting
 - This membership is for for-profit businesses not necessarily working within a social change framework.
- Community Bond Investor – non-paying, 1 vote
 - This membership is for current Community Bond Investors.
- Volunteer – non-paying, non-voting (start and finish during active volunteering)
 - This membership is free for active volunteers, with equivalent benefits to a student membership.



4.3. Members may transfer to a new membership class at renewal or may upgrade to a new class during the term of their membership by paying the balance of the membership fee. The membership term would align to the original membership registration.

4.4. Membership fees: Membership fees are non-refundable, unless membership is

terminated by the Corporation. Membership classes and fees will be reviewed and determined by the Board annually during the budgeting process and approved at a Board meeting. The Corporation will notify members of changes to membership classes and/or fees with at least 60 days notice. Membership fees may be waived or adjusted on a case-by-case, as needed basis at the discretion of the Board.

4.5. Membership terms:

Individual or Student Membership: One year from registration, may be terminated in the event that a member dies, member resigns, or a member is expelled. Membership is non-transferrable.

Organization, Nourish and Venture Membership: One year from registration, may be terminated in the event a member resigns or a member is expelled.

Volunteer Membership: During the time of active volunteering, terminated when a volunteer resigns or is expelled.

Community Bond Investor Membership: Begins at inception of investment, duration of term of investment.

4.6. A membership can be terminated by the Corporation and the member disciplined or removed for not abiding to the Membership Policies outlined in the Member Schedules (including Schedule A: General Guidelines for Sharing Space and Schedule B: Description of Membership), behaviour that violates another member's role within 10 Carden Shared Space, non-payment of membership dues or a board resolution to remove a specific member.

A member will receive written 15 business days notice from the Board, documenting the reasons that they may be at risk of disciplinary action. Members facing discipline or termination have a right to explain themselves at least 5 days before the proposed discipline or termination orally, in writing, or in another format allowed by the articles or by-laws.

Disciplinary measures may include:

- a) Written notice on member file
- b) Permanent or temporary restriction of membership rights
- c) Termination of all membership rights

4.7 All members in good standing as of the date of the Annual General Meeting (not including those facing disciplinary action) will be able to participate in a special meeting or the Annual General Meeting.

5.0 MEETINGS OF MEMBERS

5.1. An Annual General Meeting shall be held a minimum of once (1) per year at such date, time and place (and mode: in-person or virtual) as chosen by the Board. The Annual General Meeting shall be held within 15 months of the last Annual General meeting and six (6) months following the end of the fiscal year.

5.2. 10% of voting members may submit a written demand to call a Members' Meeting within 21 days, unless certain circumstances apply: there is already a Members Meeting called, the item under consideration is invalid or not related to the business of the Corporation.

5.3. Voting members have the right to submit a proposal to be discussed at a members' meeting, and the board must include it in the notice of meeting unless:

- it is sent to the Board less than 60 days before the meeting,
- it does not significantly relate to the business of the Corporation,
- it appears the member is abusing their right to submit a proposal for publicity, or
- for any other exceptional situation listed in the ONCA.

If the board has to include the proposal in the notice, the member also has a right to include a statement up to 500 words at their own expense unless the members vote to cover the cost.

5.4. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board, the financial statements, the minutes of the previous Annual General Meeting and the report of the Treasurer shall be presented. Elections of Directors shall be held (following the nomination process outlined in 6.3).

5.5. Written notice of the time, place and date of meetings of Members shall be given at least fourteen (14) days and no earlier than 50 days before the date of the Annual or General Meetings of Members. If governance changes, or changes to By-Laws are to be covered at the meeting, notice and review of documents will be provided within this notice. Notice shall be sent by either regular mail or electronic mail transmission to each Member.

5.6. At meetings of Members every motion shall be decided by a majority of votes. Every motion shall be decided by a show of hands and/or by electronic poll of Members present unless a recorded vote is demanded by any Member. In the event that there is a tie vote, the Chair may cast a deciding vote.

5.7. An Annual General or General Meeting of the Corporation is adjourned with a motion by the Chair.

5.8. Any Annual General or General Meeting of the Corporation may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took



place. An adjournment can take place within 30 days without notice. After 30 days, a new Notice of upcoming meeting must be provided to membership.

5.9. A minimum of ten Members in good standing and at least fifty percent (50%) of Directors shall be the required number of persons to represent quorum at the Annual General Meeting.



5.10. At every Annual General Meeting, in addition to regular business outlined in section 5.4, the Members may propose changes or additions to the agenda with a minimum of five (5) business days notice. The Board or the Chair or Vice-Chair shall have power to call, at any time, a General Meeting of the Members of the Corporation as outlined in section 5.1.

5.11. Each voting Member present at a meeting shall have the right to exercise one vote.

5.12. A majority of the votes cast by the Members shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the Act or these By-laws.

5.13. No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be their last mailing address or electronic mail transmission address recorded on the books of the Corporation.

6.0 Board of Directors

6.1. The property and business of the Corporation shall be managed by an Advisory Board of Directors, composed of a minimum of six (6) Directors. Directors must be individuals, 18 years of age, with power under law to contract.

6.2. New and existing Directors must sign a form annually agreeing to be a Director on or before the date they become directors or by September of that year.

6.3. Directors shall be elected for a term of three years by the Members at an Annual General Meeting. Directors shall be eligible for re-election for two additional terms (or a maximum of nine (9) years total) if otherwise qualified. Board terms may be staggered where possible to ensure institutional memory and experience.

6.4. A nominating committee made up of a minimum of three (3) members of the current



Board of Directors and at least one senior member of the Staff Team will publicly seek Board candidates (with notice given a minimum of 60 days prior to AGM). The corporation recognizes the value of diversity and shall strive for a balance in its representation. As such, the Corporation aligns with the goals of the federal 50-30 Challenge to develop representation, by achieving gender parity (50% women and/or non-binary people) on Canadian boards and/or in senior management; and significant representation (30%) on Canadian boards and/or senior management of members of other equity-deserving groups. The nominating committee will take into consideration current leadership, skills and needs of the organization and of the Board. Nominations will be put forward for approval by the Board of Directors at the meeting prior to the Annual General Meeting, and any new Directors will stand for election at the next Annual General Meeting. Nominations from the floor will not be allowed.

6.5. The Board shall elect Officers from among the Directors by a simple majority vote at the first Board meeting after the Annual General Meeting. All Directors must be Members in good standing (as per 1.3) and may not be a paid or contracted employee of the Corporation.

6.6. It is the responsibility of all Directors to declare a conflict of interest and, if such exists on any matter, not enter into debate or vote concerning the matter.

6.7. Vacancies on the Board, however caused, may so long as a quorum of the Board remains in office, be filled by the Board from among Members in good standing of the Corporation if they see fit to do so. Otherwise such vacancies shall be filled at the next Annual General Meeting of the Members.

6.8. If in the opinion of the Board, a Director is not acting in the best interests of the Corporation, the Board must call a Special Members' Meeting, and may by a simple majority vote determine whether or not the Director concerned shall be dismissed from the Board.

6.9. A Director may be considered to have resigned if they fail to attend three consecutive meetings of the Board of Directors without notification.

6.10. The Members of the Corporation may, by resolution passed by a least 50%+ 1 of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the term of office, and may by a majority of votes cast at that meeting, elect any person in their stead for the remainder of their term. Directors may also be removed by terminating the Membership of the Director for any of the reasons listed in article 4.6.

7.0 POWERS OF DIRECTORS

7.1. The Directors of the Corporation may direct 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, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its mandate (as described in the Corporation's Mission and Vision statements) or otherwise authorized to exercise and do.

7.2. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees.

7.3. The Board of Directors is hereby authorized, from time to time, to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient; to limit or increase the amount to be borrowed; to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

7.4. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

7.5. Remuneration of Directors, Officers, Committee Members may only be allowed for work in addition to Director responsibilities and will follow guidelines as outlined in *Payments to Director and Connected Persons (Publication #: 300777)* and is at the discretion of the Board.

8.0 BOARD MEETINGS

8.1. Meetings of the Board of Directors may be held at any time and place within Ontario (including virtual and hybrid meeting options) to be determined by the Directors, provided that 48 hours written notice of such meeting shall be given personally or transmitted by electronic mail to each Director.

8.2. There shall be at least four meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting

of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all employee proceedings taken or had thereat.

8.3. Each Director is authorized to exercise one vote.

8.4. If all the Directors of the Corporation consent generally, or in respect of a particular meeting, Directors may participate in a meeting of the Board by means of such conference telephone or other electronic communications facilities.

8.5. A majority (50% + 1 of the minimum number of Directors) of Directors in Office, from time to time, but not less than four (4) directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

8.6. The Board shall set up such standing and temporary advisory committees as they deem necessary to serve the needs of the Corporation. A temporary committee shall be dissolved by the Board when it no longer serves a current and useful purpose. Non-directors, including staff, are allowed to sit on Board Committees in an advisory capacity.

9.0. OFFICERS

9.1. The Officers of the Corporation must include a Chair and may include a Vice-Chair, Secretary, and Treasurer or any such other Officers as the Board of Directors may determine. Any two Offices may be held by the same person. Officers must be Directors and Members in good standing.

9.2. Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

9.3. Officers of the Corporation shall be elected by the Board of Directors at the first meeting of the Board following an Annual General Meeting of Members, or at any other time required due to vacancy of an Officer position. Normally, elected Officers of the Corporation will have already served a minimum of one year on the Board of Directors.

9.4. The Chair of the Corporation shall hold Office for two (2) years from the date of election or until a successor is elected.

9.5. The Vice-Chair, Treasurer, and Secretary of the Corporation may hold office for one

year from the date of election or until their successors are elected in their stead.

9.6. Officers shall be subject to removal by resolution of the Board of Directors at any time.

10. DUTIES OF OFFICERS

10.1. The Chair shall preside at all meetings of the Corporation and of the Board of Directors, have the general and active management of the affairs of the Corporation, and see that all orders and resolutions of the Board are carried into effect.

10.2. The Vice-Chair of the Board shall act when the Chair of the Board is absent or is unable or refuses to act. The Vice-Chair shall, when acting in this capacity, preside at all meetings of the Board of Directors and of the Members. The Vice-Chair shall have such other duties and powers as the Board of Directors may specify according to the circumstances.

10.3. The Treasurer shall have the custody of the funds and securities of the Corporation and they or the duly appointed designate shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation. The Treasurer or the duly appointed designate shall disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.

10.4. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on affairs of the Corporation and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings.

10.5. In the absence of Vice-Chair, Treasurer or Secretary, these responsibilities shall be delegated to another Director by Board appointment.

10.6. The duties of all other Officers of the Corporation shall be such as the terms of their engagement calls for or the Board of Directors requires of them.

11.0 INDEMNITIES TO DIRECTORS AND OTHERS

11.1. Every Director and Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of

the Corporation, from and against:

- all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by their own willful neglect or default.

11.2. The Corporation will purchase and maintain Directors' Liability Insurance to protect the Directors against claims arising out of Board decisions and activities.

12.0 EXECUTION OF DOCUMENTS

12.1. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any one Officer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

12.2. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

12.3. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

13.0 FINANCIAL YEAR

13.1. Unless otherwise ordered by the Board of Directors, the financial year-end of the Corporation shall be the last day of December in each year.

13.2. The Corporation shall require an annual financial audit to be conducted by an appointed third-party Auditor within four months after the financial year-end.

13.3. The Auditor will be appointed annually by the Members at the Annual General Meeting.

14.0 RECORDS



14.1. The Corporation will be required to keep the following records:

- Articles, by-laws, and amendments
- Minutes from board meetings, board committee meetings, member meetings, and member committee meetings
- A list of directors, officers, and members going back 6 years including their names, start date, end date, addresses, and email addresses if they agree to receive documents electronically.
- Suitable accounting records
- A list of land interest ownership in Ontario.

14.2. Records will be kept at the Corporation's official address and/or digitally.

14.3. The following individuals have the right to review any records of the Corporation except for Director Meeting Minutes, Committee Meeting Minutes and Accounting records:

- Members of the Corporation
- Their representatives
- Creditors

The following individuals have the right to review any records of the Corporation:

- Directors of the Corporation
- Auditors or financial reviewers
- Court-appointed investigators

14.4. Members of the Corporation, or their representative, may request a list of all members but must sign a declaration that they will use the list in matters related to the Corporation only.

15.0 AMENDMENT OF BY-LAWS

15.1. The By-Laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the Directors at a Board Meeting and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting, duly called for the purpose of considering the said by-law.

15.2. This By-Law does not apply to proposed amendments authorized by the Board covered elsewhere in the Corporation's By-Laws.

16.0. DISSOLUTION OF THE CORPORATION

16.1. Should the Corporation, by a vote of the majority of the membership, elect to dissolve itself, after payment of all debts and liabilities, the remaining assets and funds shall be donated within one (1) year of said dissolution to a non-profit organization with goals similar

to the Corporation.

Passed by the Board May 23, 2024

Jess Haines
Authorized Signing Officer

Peter Tesche
Authorized Signing Officer