

BY LAW No. 3

FOR THE CENTRE FOR SPANISH SPEAKING PEOPLES

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:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Toronto, and at such place therein as the directors shall from time to time determine.

SEAL

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

MEMBERSHIP

3. 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 as are admitted as members by the Board of Directors.

Applications for membership and renewal of membership shall be submitted to the Secretary, at least five working days before. Admission of new members will be interrupted five working days prior to the Annual General Meeting with the only purpose of the interpretation of the listing voters, and will be submitted immediately thereafter.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

DUES

4. The annual dues or fees payable by members shall from time to time be fixed by majority vote of the Board of Directors and such dues or fees may vary according to type or class member.

The member in default shall thereupon automatically ceased to be members of the Corporation.

ANNUAL AND OTHER MEETINGS OF MEMBERS

5. The Annual or any other general meetings of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and the Board of Directors elected and auditors appointed for ensuing year.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice – President shall have power to call at any time a general meeting of the members of the Corporation. Nor public notice nor advertisement shall be given to each member by sending of notice by prepaid mail, ten days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by the proxy duly appointed, and at such a meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

6. No error 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 proceeding or occurring thereat and any member may at any time wave notice of any such meeting and may ratify, approve and confirm any or all proceeding occurring thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded in the books of the Corporation.

ADJOURNMENTS

7. Any meeting of the corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

8. A quorum for the transaction of business at any meeting or adjourned meeting of members shall consist of less than twenty members present in person or represented by proxy.

VOTING OF MEMBERS

9. Subject to the provisions, if any, contained in the Letter Pattern 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 meeting of the members. Corporations, memberships, and other legal entities may vote through a duly authorized proxy. Such proxy need not himself or herself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his or her constituent. 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.

At all meetings of members every question shall be decided by a majority of votes of the members present in person or represented by proxy unless otherwise required by law of the Corporation, or by law. Every question shall be decided in the first instant 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 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.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes cast by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

BOARD OF DIRECTORS

10. The affairs of the Corporation shall be managed by a board consisting of eleven elected members, in addition, the Executive Director of the Centre is a member ex-officio of the Board of Directors, and is an officer of the Corporation (*)

(*) as per approval by – law changed July 15, 2004.

(**) amendment approved at AGM of December 9, 2010

Each member of the Board of Directors shall at the time of his or her election or within ten days thereafter and throughout his or her term of office be a member of the Corporation.

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

11. The term of a Board member is a 3 year, renewable for an additional term. (*)

In addition, pursuant to article 12 below, Directors may be elected to fill any vacancies. Also, Directors, may be elected for a second consecutive term of three (*) year by in any not Director shall hold office for more than six consecutive years. The past president (**) if not already a Board member, may continue as a Board member for one additional year immediately after she or he has completed two consecutive terms of office.

Previous Directors, with the exception of the position of the past president, who may sit as an ex-officio board member, who have finished their terms may be re-elected after one – year absence (*) or appointment to the Board prior to a one year absence (*) in the event of a vacancy. Former staff members of the Corporation are eligible to be elected to the Board after two-year absence (*).

The election may be by a show of hands unless a ballot is demanded by any members.

VACANCIES, BOARD OF DIRECTORS

12. The members of the Corporation may, by resolution passed by at least two thirds 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 his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead of the remainder.

Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation. The person appointed or elected to fill the vacancy would serve for the balance of that term left by the vacancy.

13. The Board of Directors acting in the interest of the Corporation and in interest of efficiency may remove Directors by resolution passed at regular meeting of the Board. This resolution shall be confirmed at a next Annual General Meeting by a motion passed by a majority of the members of the Corporation. Such a resolution may be taken for any of the following reasons.

- a) Failure of the Board member to attend two consecutive meetings without a good reason, acceptable to the rest of the Board, or failure to attend one half of the regular Board Meetings in a year's period.

b) Failure of the Board Member to participate in at least one committee.

14. Members of the Board of Directors and Executive Directors of other Ontario Corporations providing similar services to those provided by the Centre to the Spanish Speaking community, shall not become member of the Board of Directors. They are deemed to have a conflict of interest.

(*) as per approved changes, July 15, 2004

(**) amended passed at AGM of November, 2000

(***) amendment passed at AGM of November, 1998

QUORUM AND MEETINGS, BOARD OF DIRECTORS

15. A minimum of two-fifths of five (5) elected or appointed (*) Director shall form a quorum for the transaction of business, which at the present time (Jan/95) correspond to six Directors. The Directors may consider or transact any business either special or general at any meeting of the board.

Except as otherwise required by the law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors meetings may be formally called by the president, Vice-President, or Secretary. Notice of such meeting shall be delivered, telephone or telecopied to each director not less than one business day before the meeting takes place. Staff members to attend Board meeting shall be notified of such meetings. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

The board may pass a motion at a regular meeting appointing a day or days in any month or months for regular meetings at an hour name and of such regular meeting no notice need to be sent. A director's meetings may also be held, without notice. Immediately following the annual meeting of the corporation.

(*) as per approved changes, July 15, 2004

VOTING. BOARD OF DIRECTORS

16. Question arising at any meeting of directors shall be decided by a majority of votes, the staff of the centre is entitled to be represented at meetings of directors (except for in camera situations) (*) by up to two staff member exclusive of the Executive Director (*), and the Union Steward expect where a meeting is declared in camera for reason of confidentiality, staff are entitled to attend board meeting (*). Neither directors nor staff member may vote by proxy. In case of an equality of votes, the chairperson,

in addition to his or her original vote, shall have a second casting vote. All the votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be admissible in evidence as prima facie proof of the fact without proof of the number proportion of the votes recorded in favour of or against such resolution. In the absence of the president his or her duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

POWERS

17. The director of the Corporation may 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, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal or any right or interest therein owned by the Corporation, for such consideration, and upon such terms and conditions as they may deem advisable.

BORROWING

18. The Board of Directors may from time to time:
- a. borrow money on the credit of the Corporation; or
 - 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.

REMUNERATION OF DIRECTORS

19. 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.

INDEMNIFICATION OF DIRECTORS

20. 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 he or she sustains or incurs in or about any claim, action, suit or proceeding that is brought, commenced or

prosecuted against him or her for or in respect of any act, deed, matter or thing made, done or permitted by him or her, in connection with the execution of the duties of his or her 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.

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 his 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 fulfills the conditions set out in article No. 20, paragraph (a) and (b) above.

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) fulfills the conditions set out in article No. 20, paragraph (a) and (b).

OFFICER OF THE CORPORATION

- 21 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 the offices of President and Vice-President cannot be held by one person simultaneously. The officers shall be board members from among their number at the first meeting of the Board after the annual election of Directors. The Officers of the Corporation constitute the Executive Committee. The Executive Director is an officer of the Corporation (*).

Any officer of the Corporation, on a motion by the Board of Directors, may be removed from his or her 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.

COMMITTEES

22. 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 representation of the Board members, staff and members of the community at large in 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 meetings.

(*) as per approved change, July 15, 2004

The standing Board Committees are:

1. The Executive Committee
2. The Finances and Fundraising Committee
3. The Program Management Committee
4. The Labour and Management Committee (*)
5. The Legal Committee

Each of these committees shall be chaired by a Board member (*). There shall be at least one working committee per program at the Centre. The number of such committees may vary from time to time depending on the number of existing programs. There may also be ad hoc committees created on a temporary basis to accomplish a particular task.

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 matters of emergency that arise between regularly scheduled meetings of the board. The Executive Committee is directly accountable to the Board of Directors.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

23. 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 by-laws.

During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the Board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE SECRETARY

24. The Secretary shall be ex-officio clerk of the Board of Directors. He or she shall record all facts and minutes of all proceedings at meetings of the Board of Directors and of the members in the books kept for that purpose. He or she shall direct an employee of the Corporation to, give all notice required to be given to members and to Directors. He or she 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 which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and 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.

(*) as per approved changes, July 15, 2004

DUTIES OF THE TREASURER

25. 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. He or she 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 of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation. He or she shall meet regularly with the account or accountants retained by the Corporation and shall monitor the bookkeeping performed by such accountant. He or she shall also perform such other duties as may from time to time be determined by the Board of Directors.

EXECUTION OF DOCUMENTS

26. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two of the President, Vice-President, Secretary, Treasurer and Executive Director, and such signing officers may affix the seal of the Corporation to such instruments as required the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Secretary, Treasurer and Executive Director or by any other person authorized by the board.

The President, Vice-President, Secretary, Treasurer and Executive Director or any one of them, or any person or persons from time to time so designated 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.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

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

FINANCIAL YEAR

28. 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.

CHEQUES, ETC.

29. 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.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

30. 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.

NOTICE

31. Whenever under the provisions of the by-laws of the Corporation notice is required to be given, such notice may be given either personally or by telecopier or by depositing same in a post office or a public letter box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or her address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his or her last address as recorded on the books of the Corporation.

INTERPRETATION

32. In this by-law and in all other by-laws 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.

President

Secretary

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

THE CENTRE FOR SPANISH SPEAKING PEOPLES

RESOLUTION

BE IT RESOLVED THAT:

By-law No. 1 and By-law No. 2 are repealed and replaced with By-law No. 3 in the form attached hereto.

Passed at a meeting of the Directors on December 21, 1994

President

Secretary

Passed by a majority of the membership at a meeting held on the ____ day of _____, 20__.

President